



MARVEL
COMICS
GROUP **12¢**

the X-MEN



APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

6
JULY

**SPECIAL
GUEST STAR
ISSUE**

**"SUB-MARINER
JOINS THE
EVIL MUTANTS!"**



**ALSO FEATURING:
QUICKSILVER
and
The SCARLET WITCH!**

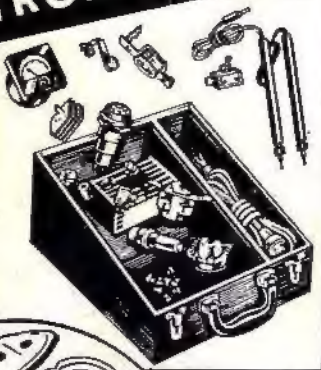
Earn BIG MONEY



Learn
**ELECTRIC
APPLIANCE
REPAIRING**
*At Home
In Your
Spare Time!*

**WE FURNISH YOU
THIS AMAZING
ELECTRONIC KIT**

**WE
GIVE YOU
ALSO THE
CERAMIC
HEATER
KIT**



**SEND FOR OUR
NEW 32 PAGE
CATALOGUE!**

R. S. Traver, President



START YOUR OWN BUSINESS

There are millions of electrical equipment units in daily use in factories, homes, office buildings and on farms. Skilled electrical technicians are needed to keep this equipment in good running condition. Learn at home in your spare time.

\$5.00-\$6.00 PER HOUR

is often charged for making ordinary repairs. We show you how to repair refrigerators, vacuum cleaners, washing machines, motors, factory equipment, electrical farm equipment, do house wiring, etc.

BEGIN IN YOUR OWN KITCHEN, BASEMENT OR GARAGE. You don't need elaborate fixtures or expensive equipment to be a successful repairman. Work as many hours as you wish. The Electrical Appliance Technician is his own boss!

IF YOU ARE MECHANICALLY INCLINED, can hold and use tools, we will give you the training and time saving kits—a multi-purpose **CHRISTY ELECTRONIC KIT** whose dials show you exactly where the trouble lies with electrical equipment that does not work properly—a **CERAMIC HEATER KIT** that enables you to wire your own heating elements and pocket all of the profits for yourself—**LESSON MANUALS** written in simple, easy-to-understand language profusely illustrated showing step-by-step repair shortcuts—all of which give you the Know-how for making more money and how to get financial security.

YOU ALSO LEARN how to build power tools from spare parts, how to solicit business and keep business coming in, what to charge your customers, etc. Thousands of **CHRISTY** graduates in all parts of the world prove the value of **CTS Training**. **WRITE FOR SPECIAL PAY LATER FORM.**

CHRISTY TRADES SCHOOL, 3214-16 W. Lawrence, Dept. A-471, Chicago 28

MAIL THIS COUPON TODAY!

**CHRISTY TRADES SCHOOL, Dept. A-471,
3214-16 W. Lawrence, Chicago 28, Ill.**

Gentlemen:

Please rush me your **FREE ILLUSTRATED BOOK** about Electrical Appliance Servicing, facts on your Electronic Kit and Special form for paying later from earnings while learning.

Name _____ Age _____

Address _____

City _____ Zone _____ State _____

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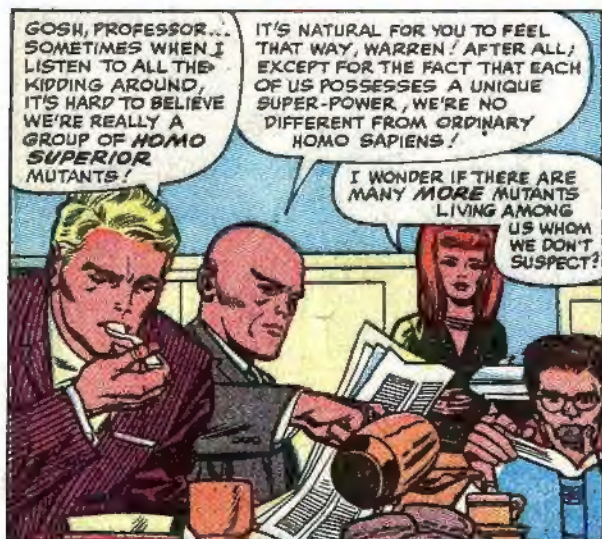
X-MEN
THE MOST UNUSUAL
TEEN-AGERS OF
ALL TIME...

SUB-MARINER!

JOINS **The EVIL MUTANTS**

EVEN SUPERIOR MUTANTS WITH SUPERNATURAL POWERS HAVE TO EAT DINNER THE SAME AS WE... AND THAT'S WHERE OUR STORY BEGINS... IN THE DINING HALL OF THE MYSTERIOUS BUILDING WHICH HOUSES...
The X-MEN!



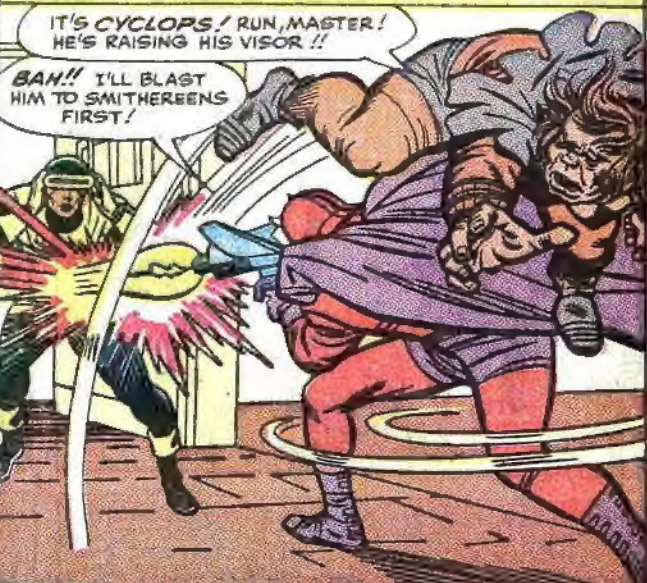


SO FAR THE X-MEN HAVE FOILED ME AT EVERY TURN! BUT, WITH THE SUB-MARINER SERVING ME, I'LL DEFEAT THEM ONCE AND FOR ALL!



I SHALL CHOOSE MY MOST AWESOME WEAPONS! NAMOR WILL HAVE TO YIELD TO ME!

SUDDENLY, INCREDIBLY, ONE OF THE MOST FEARED OF ALL THE X-MEN APPEARS IN MAGNETO'S DOORWAY...



IT'S CYCLOPS! RUN, MASTER! HE'S RAISING HIS VISOR!!

BAH!! I'LL BLAST HIM TO SMITHEREENS FIRST!



THE RAY WENT RIGHT THROUGH HIM! WHAT NEW POWER HAS THE ACCURSED TEEN-AGER DEVELOPED?!

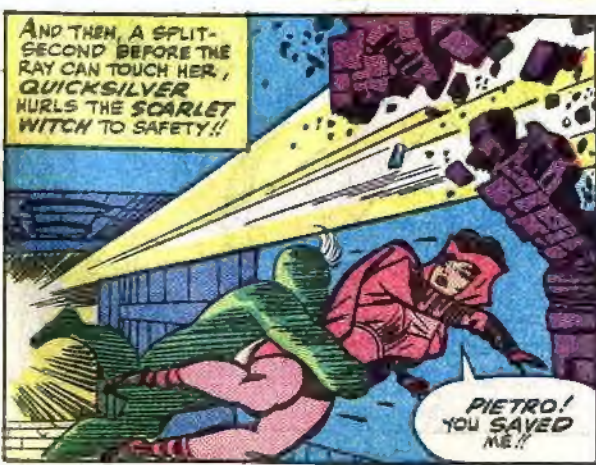


WITH NOTHING TO CHECK IT, MAGNETO'S MIGHTY RAY TRAVELS THROUGH THE GREAT HALL, PAST THE MUTANT CALLED MASTER-MIND WHO RECOILS JUST IN TIME!



BUT ANOTHER OF MAGNETO'S ALLIES, SEEING THE DEADLY RAY, HAS BUT ONE THOUGHT IN MIND... TO MAKE SURE IT DOESN'T STRIKE HIS SISTER! AND SO, THE SUPER-SWIFT QUICKSILVER SUDDENLY STREAKS THROUGH THE CASTLE!!

WANDA! I'VE GOT TO REACH WANDA!



AND THEN, A SPLIT-SECOND BEFORE THE RAY CAN TOUCH HER, QUICKSILVER HURLS THE SCARLET WITCH TO SAFETY!!

PIETRO! YOU SAVED ME!!



WHAT WAS IT, PIETRO?? ARE THE X-MEN ATTACKING US AGAIN? HOW DID THEY FIND US?? WHERE IS MAGNETO??

I DO NOT KNOW, WANDA! BUT WHOEVER DARED DO THIS THING WILL PAY FOR IT! I HAVE PLEDGED MY LIFE TO GUARD YOU, MY SISTER!

BUT, REACHING MAGNETO, THE SCARLET WITCH AND QUICK-SILVER FIND...

I WAS JUST PRACTICING MY ILLUSIONS, MAGNETO! I MEANT NO HARM...OHH!

THIS MAGNETIC POWER-BLAST IS ONLY A SMALL SAMPLE OF WHAT I'LL DO IF YOU EVER AGAIN DARE TO PRACTICE ONE OF YOUR ILLUSIONS ON ME!

THANK HEAVENS IT WAS ONLY AN ACCIDENT! THE X-MEN AREN'T ATTACKING US!!

THUS, THE LEADER OF THE EVIL MUTANTS, WHOSE BRAIN POWER IS SECOND ONLY TO THAT OF PROFESSOR X, TRANSFORMS ALL HIS VAST MENTAL ENERGY INTO AN ILLUSORY FIGURE OF HIMSELF... AND SENDS IT FORTH...

NOW, WHILE MY BODY REMAINS HERE, MY MIND SHALL GO FORTH, UNHAMPERED, TO SEEK THE MUTANT SEA-PRINCE!

THE X-MEN!! THAT REMINDS ME! I'VE GOT TO FIND SUB-MARINER BEFORE THEY DO! STAY BACK, NOW, ALL OF YOU!!

AND, AT PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, IN THE TOP-SECRET DANGER ROOM...

WELL DONE, HANK! THOUGH WE CALL YOU "THE BEAST," YOUR SKILL AND AGILITY FAR EXCEED THAT OF ANY MEMBER OF THE ANIMAL KINGDOM!

OF COURSE, SIR, IN ALL FAIRNESS TO OUR FOUR-FOOTED FRIENDS, THEY NEVER HAD YOU FOR A TEACHER!

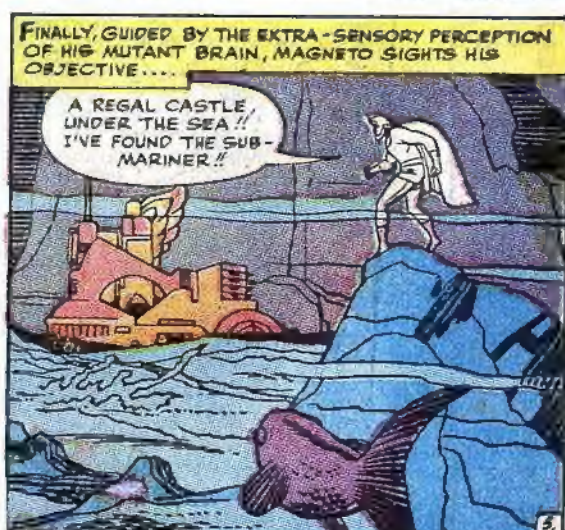
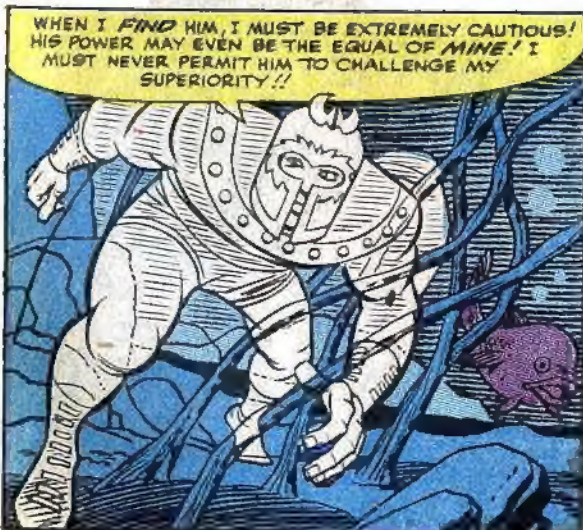
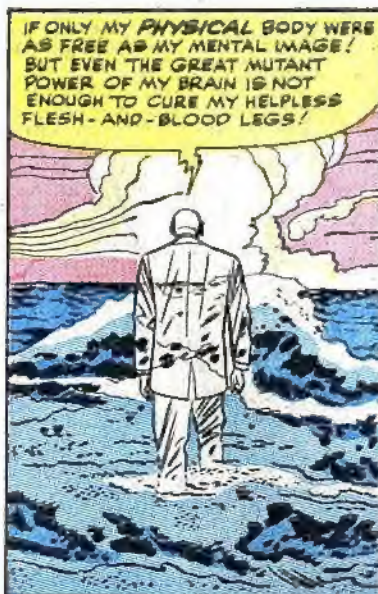
ALL OF YOU, CONTINUE WITH YOUR PRACTICE UNTIL THE BELL RINGS! I SHALL RETURN SHORTLY!

CYCLOPS'LL KEEP US ON OUR TOES AS USUAL, SIR!

I THINK I'M FINALLY GETTING MY POWER BEAM UNDER MY COMPLETE CONTROL!

NOW I'LL TRY THIS WITH MY EYES SHUT!

WE'VE PLENTY OF TESTS TO KEEP US BUSY WHILE YOU'RE GONE, PROFESSOR!



CONTINUED AFTER NEXT PAGE

TWO MORE TRIUMPHS FOR MARVEL...!



Now on SALE!



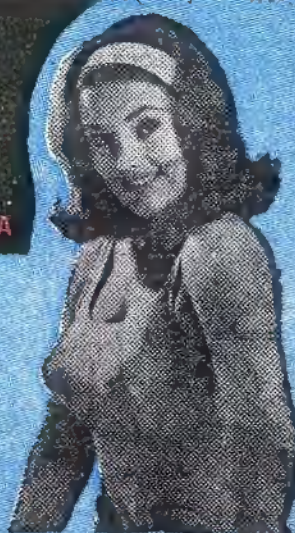
"Don't let them call You SKINNY"

...advises Beautiful Young Actress...
QUINN O'HARA

Appearing in Hall Bartlett's "The Caretakers"
...starring Robert Stack, Polly Bergen and Joan Crawford
A UNITED ARTISTS RELEASE

"In Hollywood, we're really on a merry-go-round schedule during picture making time... a girl has to be careful to keep her energy up and her figure fit. Because of the long day we put in, we eat at odd hours or sometimes even miss meals altogether. So I often take pleasant-tasting Wate-On Emulsion as a meal time supplement, and I eat Wate-On Tablets for a quick energy lift between meals. Both forms of Wate-On are super concentrated with calories, vitamins, minerals, quick energy elements and other body building ingredients. If you're skinny and underweight because of poor appetite or poor eating habits, ask your doctor about what Wate-On can do for you. It could be that the boys won't be calling you 'Skinny' anymore."

Quinn O'Hara



**Amazing New Scientific Discovery
Quickly Fills Out Skinny Figures.
No Pads, Exercise or Overeating.**



HOSPITAL TESTED—EASY GAINS OF 5-29 POUNDS REPORTED

If you are thin, skinny and underweight because of poor appetite or poor eating habits, try WATE-ON. There's no fishy oils, no sugary mixtures, no overeating. Yet taken as directed, results often are amazing. Cheeks fill out, neck and bust-line gain, skinny arms and legs develop, hips and thighs take on new firm, solid flesh, underweight figures fill out all over the body the same way. Equally important, WATE-ON not only helps put on pounds and inches of firm flesh, but at the same time WATE-ON helps fight the fatigue, the low resistance, the tired and rundown feeling, the poor endurance and the sleepless nights that often accompany an underweight condition. If underweight is due to disease, take WATE-ON under the direction of your doctor. Don't be skinny because of poor appetite or poor eating habits. Start taking new improved good tasting WATE-ON today!

WATE-ON is offered by druggists in these 4, easy, fast-working, fully guaranteed forms:

WATE-ON HOMOGENIZED LIQUID EMULSION

Saturated with calories from natural vegetable sources and richly fortified with essential vitamins, minerals, energy elements plus many other body building nutrients. Homogenized and emulsified so scientifically the normal system easily uses it to quickly put on firm flesh all over the body. Helps build body tissue, red blood cells, gives quick energy.



16 OZ. BOTTLE (See Label) \$3.00
32 OZ. BOTTLE \$5.50

NEW SUPER WATE-ON LIQUID EMULSION

Super charged with extra calories, extra vitamins and minerals plus more body building ingredients. The most effective, fastest working preparation of its kind ever introduced.



16 OZ. BOTTLE (In Gold & Black Carton) \$4.00

WATE-ON CONDENSED FOOD TABLETS

It's amazing how many calories, vitamins, minerals, quick energy elements and other body building nutrients can be concentrated all in one delicious food tablet! For faster weight gains take EMULSION after meals and tablets between meals.



(Blue) BOX OF 96 TABLETS \$3.00
BOX OF 192 TABLETS \$5.50

WATE-ON TONIC

Helps counteract tired random listless feeling caused by iron deficiency anemia by building red blood cells while stimulating the appetite.



16 OZ. BOTTLE (Red Label) \$3.00

FOR
WOMEN
MEN
GIRLS
BOYS
and
Conva-
lescents

AT DRUG
STORES
EVERYWHERE

Bathing Suit
by JANTZEN



**SATISFACTION
GUARANTEED
OR YOUR
MONEY
BACK**

Ask for Amazing WATE-ON

Get Wate-On from your druggist today. If the very first bottle or box doesn't satisfy, return to the store where obtained for purchase price refund. For faster, more sure weight gains, a complete Wate-On body building plan and high calorie diet suggestions are included in the Wate-On booklet given with every purchase. Why let them call you "skinny" when you, too, may put on pounds and inches of firm solid flesh this pleasant, easy way. Ask your druggist for WATE-ON ... today!



THERE HE IS!
BUT...NEVER
HAVE I SEEN
SUCH **ANGER**...
SUCH INHUMAN
RAGE!

AGAIN THE FANTASTIC FOUR HAVE
DEFEATED ME!! AGAIN THE GIRL I
LOVE HAS SPURNED ME!! *THOUGH
I AM PRINCE OF THE DEEP,
MONARCH OF THE SEA, MY
TITLES ARE HOLLOW...MY
KINGDOM IS EMPTY AND
MEANINGLESS!!

*FANTASTIC FOUR
#27...EDITOR.



WHAT DOES MY
CASTLE MEAN??
WHAT USE IS MY
CROWN TO ME??
THOUGH MY
POWER IS
ALMOST WITHOUT
LIMIT, I LIVE HERE
LIKE AN **EXILE!!**



THE HUMANS HAVE TAKEN
FROM ME EVERYTHING I HELD
MOST DEAR!! BECAUSE OF
THEM MY PEOPLE HAVE
DESERTED ME...ONLY YOU,
A HANDFUL OF LOYAL
FOLLOWERS, REMAIN!!



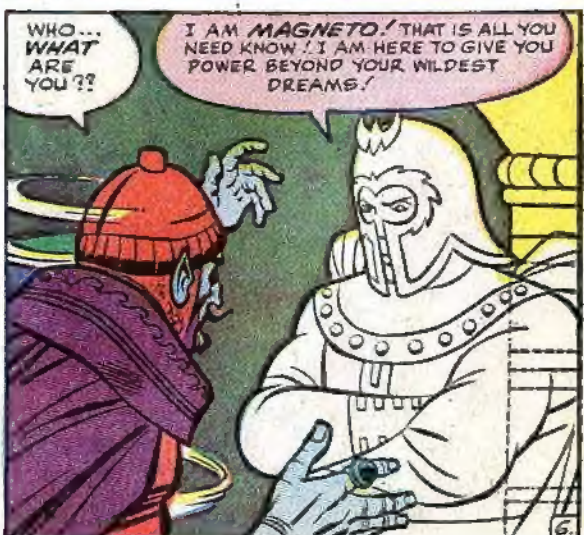
BEGONE!! THE
VERY SIGHT OF YOU
REMINDS ME OF MY
BYGONE DAYS
OF GLORY!!

BUT THOSE DAYS WILL RETURN
AGAIN! AND WHEN THEY DO,
PRINCE NAMOR SHALL RULE BOTH
THE SEA AND THE **LAND**...
EVERYTHING THAT LIVES ON
EARTH SHALL PAY ME
HOMAGE!



HIS ANGER IS TOO GREAT!
I SHALL NOT APPROACH
HIM YET! INSTEAD, I'LL
GET **ANOTHER**
TO DO MY BIDDING!

I DETECT A PRESENCE
BEHIND ME... SO FILLED
WITH EVIL, IT CHILLS MY
BLOOD!



WHO...
WHAT
ARE
YOU??

I AM **MAGNETO**! THAT IS ALL YOU
NEED KNOW! I AM HERE TO GIVE YOU
POWER BEYOND YOUR WILDEST
DREAMS!



I HAVE CHOSEN WELL!
I CAN SENSE THE
GREED AND THE
ENVY IN THIS MAN'S
HEART! HE IS
PERFECT!

HOW WOULD
YOU LIKE
TO REPLACE
PRINCE NAMOR
AS RULER OF
ATLANTIS?

ME??!
HOW??



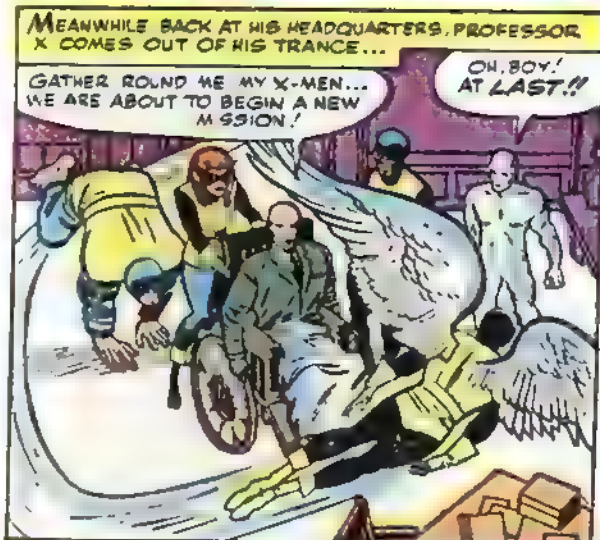
JUST DO AS I
SAY! GIVE THE
SUB-MARINER
A MESSAGE
FROM ME!
REPEAT IT
EXACTLY AS
I TELL YOU TO!

WHY SHOULD
I TRUST
YOU?? WHAT
KIND OF
MESSAGE?



IT IS A MESSAGE THAT WILL
MAKE SUB-MARINER LEAVE
HERE TO JOIN ME... AND WITH
HIM GONE... A CLEVER MAN
MIGHT EASILY STEAL POWER...!

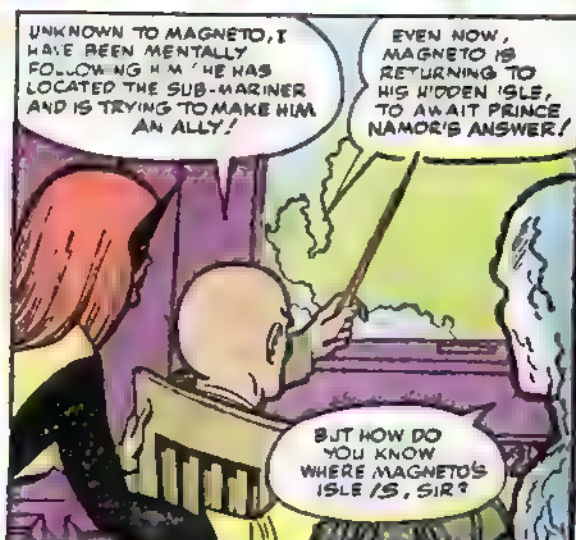
HMM!



MEANWHILE BACK AT HIS HEADQUARTERS, PROFESSOR
X COMES OUT OF HIS TRANCE...

GATHER ROUND ME MY X-MEN...
WE ARE ABOUT TO BEGIN A NEW
MISSION!

OH, BOY!
AT LAST!!



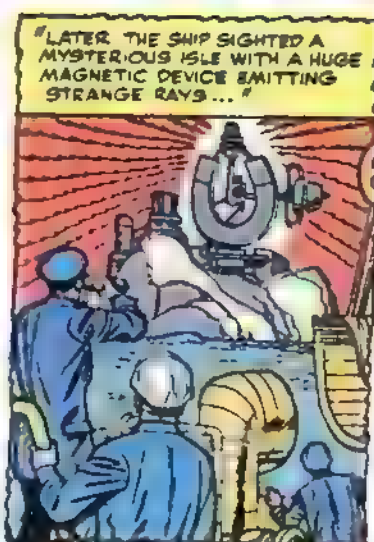
UNKNOWN TO MAGNETO, I
HAVE BEEN MENTALLY
FOLLOWING HIM. HE HAS
LOCATED THE SUB-MARINER
AND IS TRYING TO MAKE HIM
AN ALLY!

EVEN NOW,
MAGNETO IS
RETURNING TO
HIS HIDDEN ISLE,
TO AWAIT PRINCE
NAMOR'S ANSWER!

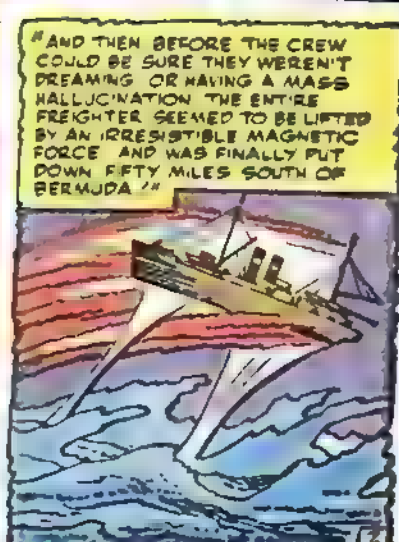
BUT HOW DO
YOU KNOW
WHERE MAGNETO'S
ISLE IS, SIR?



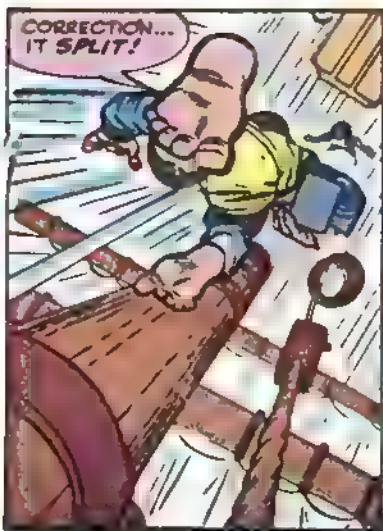
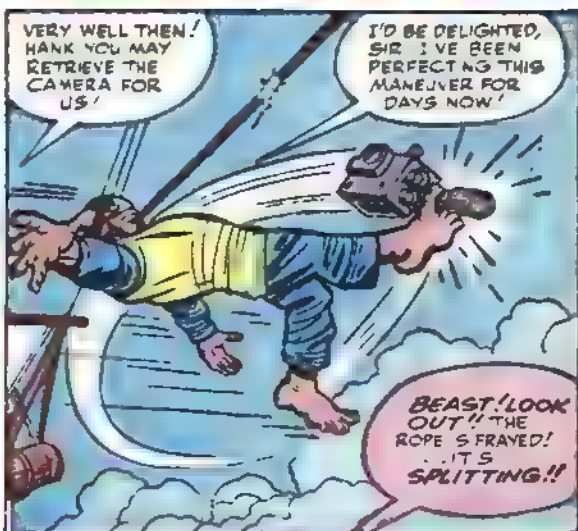
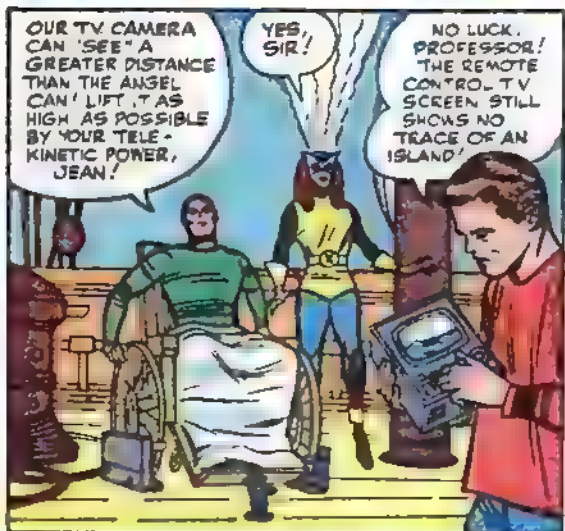
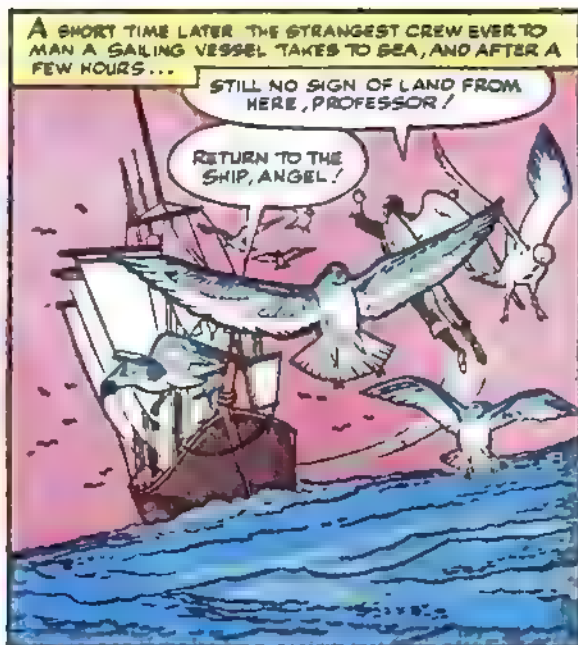
"SOME DAYS AGO A
FREIGHTER IN THE NORTH
ATLANTIC REPORTED THAT
ITS COMPASS SEEMED TO
HAVE GONE MAD. I
INVESTIGATED THE REPORT..."

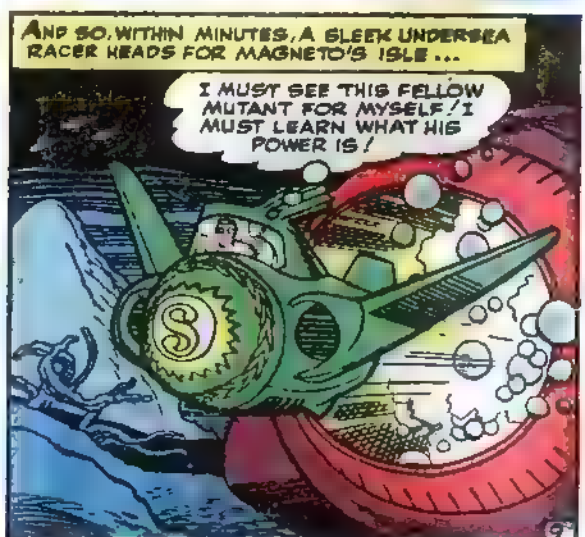
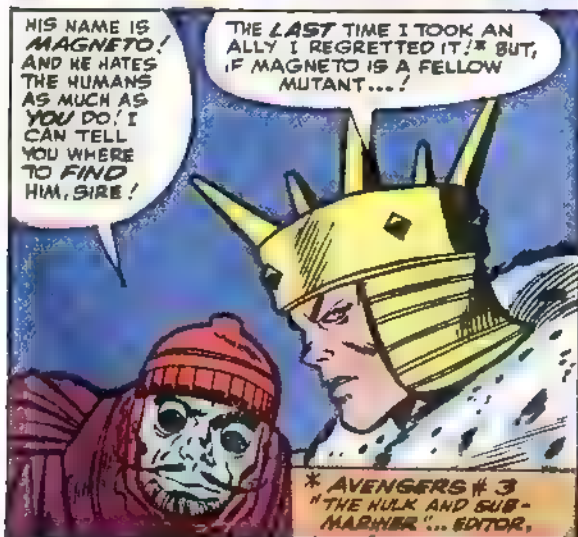
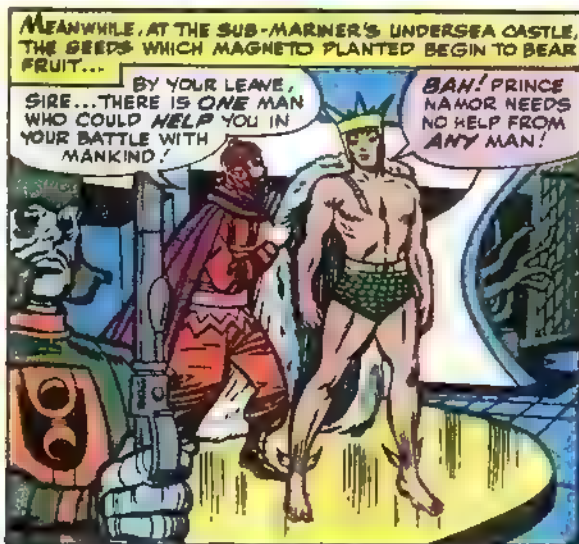


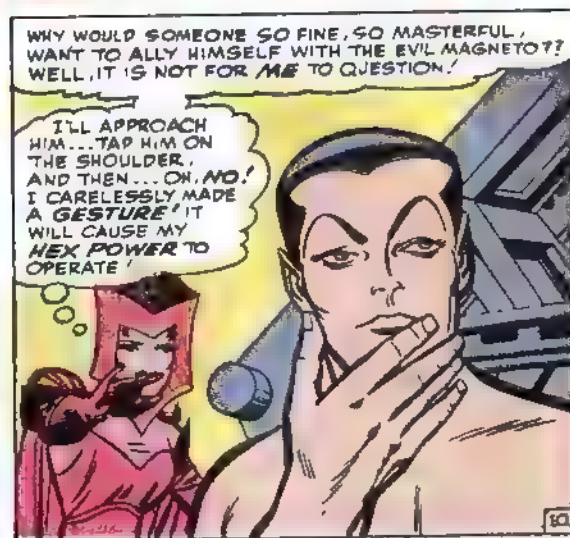
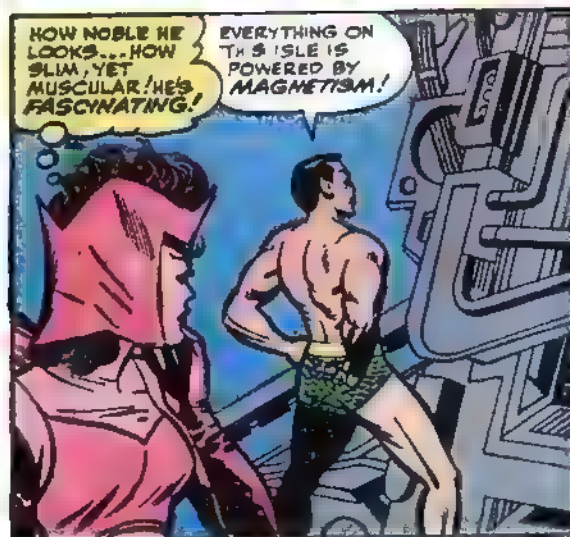
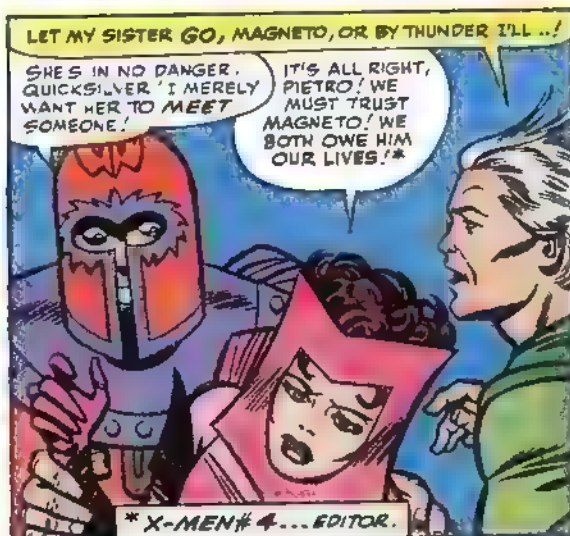
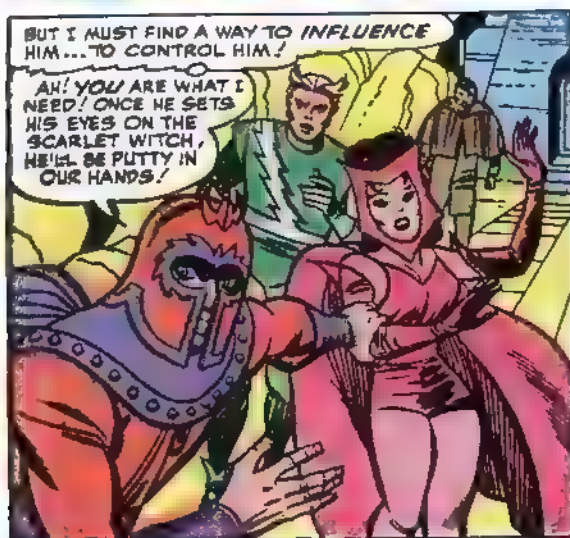
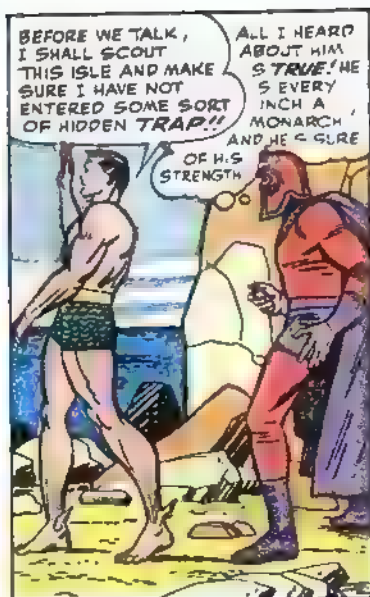
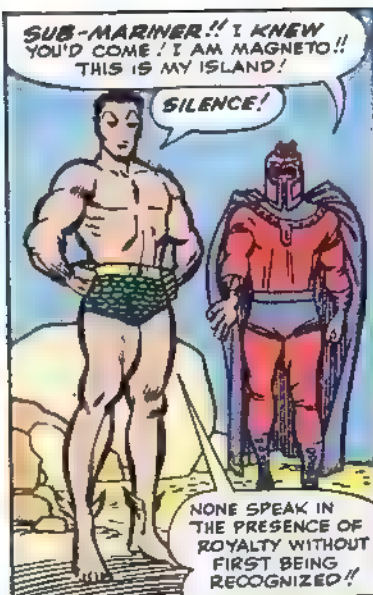
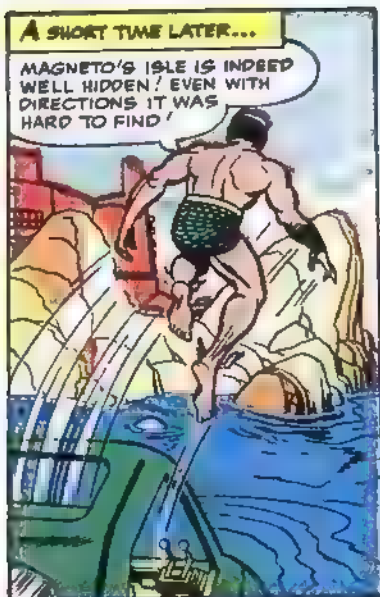
"LATER THE SHIP SIGHTED A
MYSTERIOUS ISLE WITH A HUGE
MAGNETIC DEVICE EMITTING
STRANGE RAYS..."



"AND THEN BEFORE THE CREW
COULD BE SURE THEY WEREN'T
DREAMING OR HAVING A MASS
HALLUCINATION THE ENTIRE
FREIGHTER SEEMED TO BE LIFTED
BY AN IRRESISTIBLE MAGNETIC
FORCE AND WAS FINALLY PUT
DOWN FIFTY MILES SOUTH OF
BERMUDA..."







CONTINUED AFTER NEXT PAGE

CAN BUILD YOU A MAGNIFICENT NEW HEMAN-MUSCLED BODY IN JUST TEN MINUTES A DAY—with absolutely NO weights—NO bar-bells—NO EXERCISE AT ALL!

Yes! If they LAUGH at you now when you take off your shirt—they'll be amazed—once they've seen the rugged DYNAFLEX BODY I can give you! I'll build you a tough massive body—shoulders clad with solid inches of he-man BRAWN. I'll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride! (—says MIKE MARVEL, "Builder of Champion Bodies")

In my classes this same course of instruction would cost \$110.00.

Or is your problem a body sagging with soft
rolls of unflattering handsome FAT? Funny
inciden- sagg- ing stomach-bloated face-
arms heavy with layers of BLUBBER!
Are you ASHAMED to go to the beach
and let them see your FAT MAN
PHILIP T. F.

If we wake up fella' THIS IS IT!
I will peel off that fat and give
you a lean girl! DYNAMIC
BODY - a mirror with a
sheath of hard tough and
some muscle I can build
you into a healthy stream-
lined HERCULES - bursting
with dynamic manly strength.
I'll give you a jaw rock-
ward misdirection - legs mus-
cled like coil steel springs.

I can back solid DYNAMITE into your diet and give you a rugged, handsome build brim-full of the magnetic SEX-BODY APPEAL. And with NO starvation diets — NO fatiguing calisthenics — NO expensive health foods:

Whether you're thin and scrawny, or eating with unsightly fat - my secret DYNALAX method will cram pep, vigor and red blood cells into your puny exhausted body. Once DYNALAX makes you a two-tined dynamo of manly beauty, applying with power, growing with magnetic appeal - it'll be hard to get up and go. Men, you'll be really alive - tingling with heat and rip-roaring energy for the first time in years!

"I tried two other systems, before my lady told me about DYNAFLEX. It really works—and now I've put two inches of build muscle on my biceps, three inches on my chest. It's like magic!" L. C., New York City

"I never thought you could build terrific muscles without steroids or weights. Started DYNAFLEX two weeks ago, and am building a great physique."

*DYNAFLEX is the best yet! Only three weeks and I have more dates than I can handle! I am telling all my pals about DYNAFLEX." F. S. Chicago, Ill.

Pat—An YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, starved body—pernicious arms—lank shoulders—a flabby stomach and skinny legs? Do they laugh and gloat when you take off your shirt?

RIPPLE IT OR NOT - I can add solid pounds of
 rippling **STEEL** like man **MEAT** to your
MACH **MUSCLE** take those **skelton** arms and
MACH **MUSCLE** I can take that **craved** in chest
 and build **NO** six **rippd** **notch** of strong **steak**
MAN **STEED** **BRAWN** I can clothe **you** **in** **all** **my**
frame **with** **GIANT** **RIPPING** **DYNAPLEX**
MUSCLES that will have them **gasp** **ing** **with**
awe and **admiration**: And with **NO** **tiing** **ex-**
ercise **NO** **high-priced** **bar-bells** or **gym** **equi-**
ment.

DYNAPLEX is the modern miracle of bodybuilding! It takes all those "protein-crash" diets, protein foods and no weight or bacteria. **DYNAPLEX** is the amazing discovery of a West German Doctor who revolutionized the Services at length until a thrilling new way to build muscle was found. **MILK-SHAK** in ten minutes a day. With **DYNAPLEX**, you can lose each minute due to a workout. It's not as much effective than if you practiced it the old-fashioned way. You get bigger results in ten minutes than after hours of grunting and growing, lifting heavy

[illegible]

Be honest Down below you KNOW you are the boy with the virile magnificent build. Every man and boy secretly desires a broad brawny back a solid man muscled chest, some he man shoulders, arms rippling with tough steely sinews a narrow waist, slim legs and springy power packed legs. No a PEAL with TWO-PIATED BIG MICLE AP-
"Faster!!"

Let me give you a glowing new body, brim-
ming over with energy and irresistible inches
of solid muscle on your chest, the men appeal.
I can build three inches over and round
on your shoulders. I will mold your hand
some super-body of terrific strength, give you
a crushing grip, legs crammed with live
springs. A lean, tough rock solid punch-
ing machine. Face your body with energy and
stamina that will help make you popular.

after DYNALEX you will be able to roll up your sleeves and take off your shirt and for the first time in your life you will be PROUD of your manly build. Yes, you can say goodbye to weak, thin, watery frame—get ready for adventure, manly manly manly—acquire the physique that glows and riles on with virility for a special You. It is really proud to have people say "you MAGNIFICENT THE MAN MUSCLES" at the top of your lungs and then the fellows stare with envy and jealousy. You have earned around to squeeze your iron muscles so touch your bulging brawny chest—when they talk about the Magic Scental.

Your Pal,
MIKE MARVEL
Union Bugler™

**YOU PAY ONLY
\$198**

COMPLETE
Nothing Else To Buy

Mike Marvel System, Dept. H376, 285 Market Street, Newark, N. J.

MR. MURPHY: So, the first question is, what is the

Follow! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you! This exciting and informative Discos Dancing book contains a secret method for developing a new, almost magical, popular way of being attractive and sexy! At parties, dances, and on the beach—you will have the people clustering around you breathlessly while the guys watch enviously. "What does Mike say, that we don't?" they will say. The answer is in this exciting new book—your GIFT from Mike Marvel.

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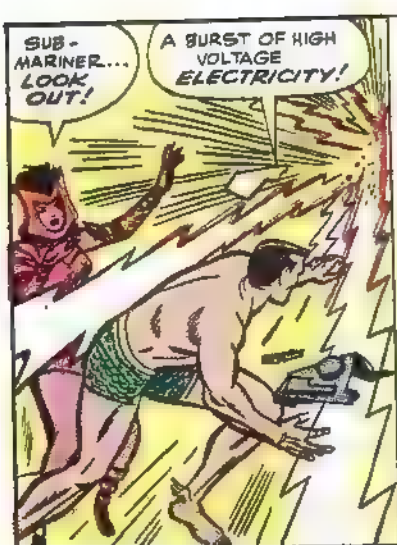
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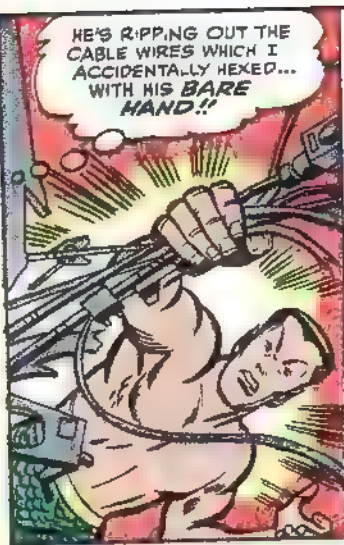
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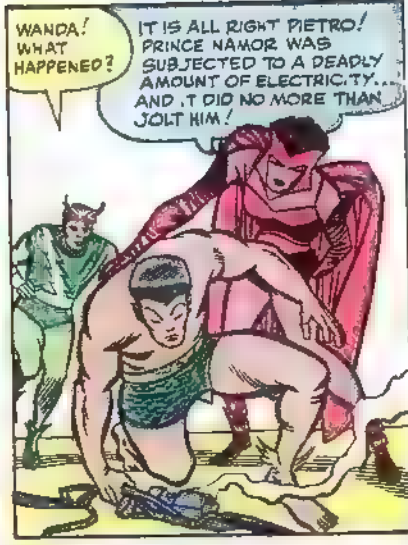


SUB-MARINER...
LOOK OUT!

A BURST OF HIGH
VOLTAGE
ELECTRICITY!

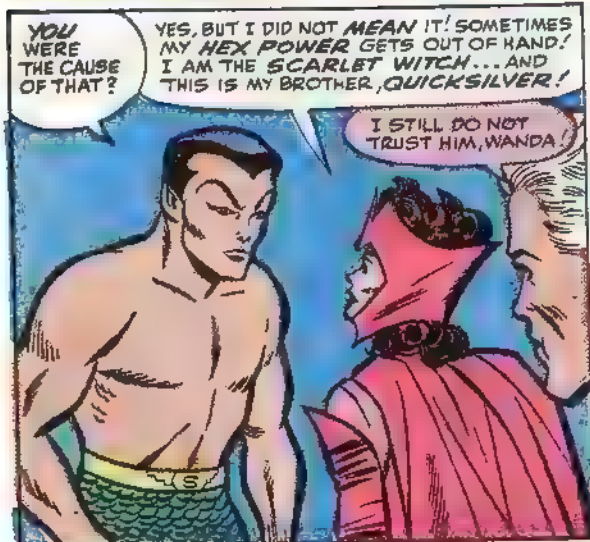


HE'S RIPPING OUT THE
CABLE WIRES WHICH I
ACCIDENTALLY HEXED...
WITH HIS BARE
HAND!!



WANDA!
WHAT
HAPPENED?

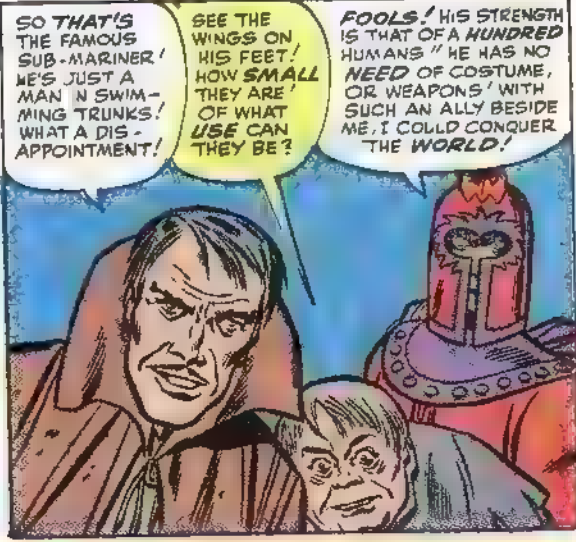
IT IS ALL RIGHT PIETRO!
PRINCE NAMOR WAS
SUBJECTED TO A DEADLY
AMOUNT OF ELECTRICITY,
AND I DID NO MORE THAN
JOLT HIM!



YOU
WERE
THE CAUSE
OF THAT?

YES, BUT I DID NOT MEAN IT! SOMETIMES
MY HEX POWER GETS OUT OF HAND!
I AM THE SCARLET WITCH... AND
THIS IS MY BROTHER, QUICKSILVER!

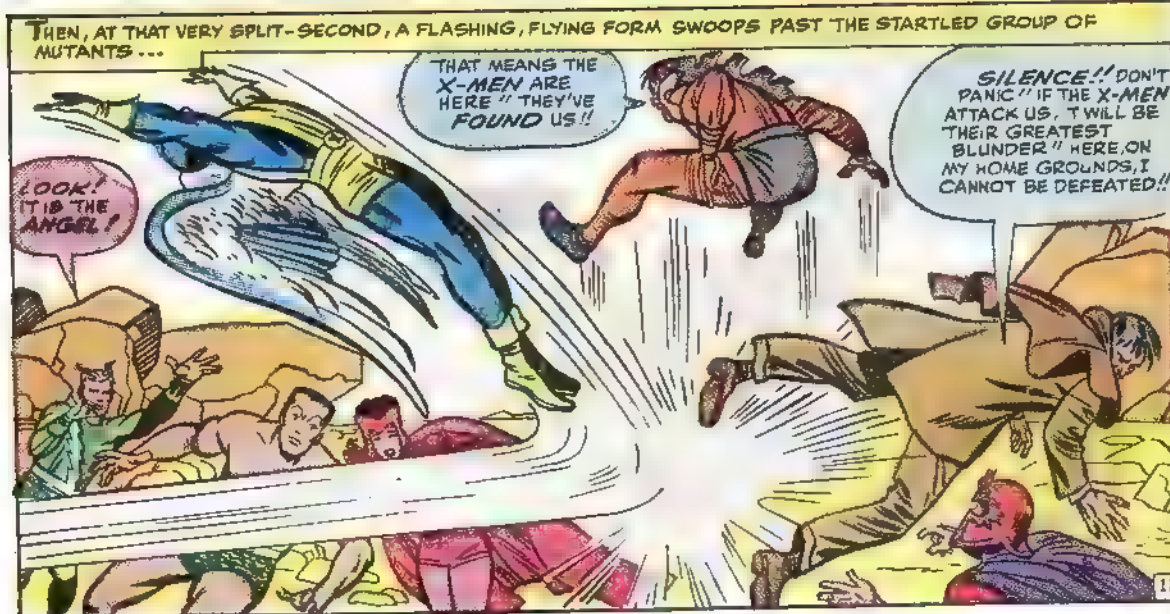
I STILL DO NOT
TRUST HIM, WANDA!



SO THAT'S
THE FAMOUS
SUB-MARINER!
HE'S JUST A
MAN IN SWIM-
MING TRUNKS!
WHAT A DIS-
APPOINTMENT!

SEE THE
WINGS ON
HIS FEET!
HOW SMALL
THEY ARE
OF WHAT
USE CAN
THEY BE?

FOOLS! HIS STRENGTH
IS THAT OF A HUNDRED
HUMANS! HE HAS NO
NEED OF COSTUME,
OR WEAPONS! WITH
SUCH AN ALLY BESIDE
ME, I COULD CONQUER
THE WORLD!

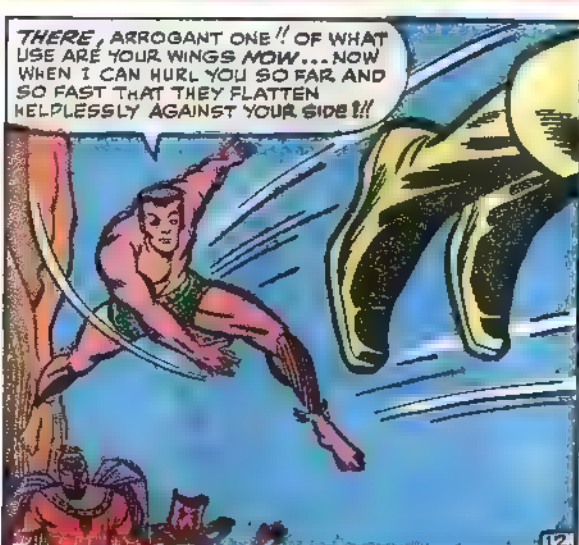
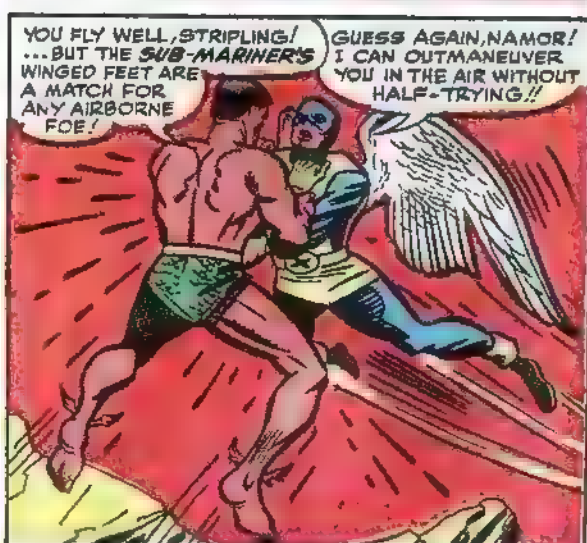
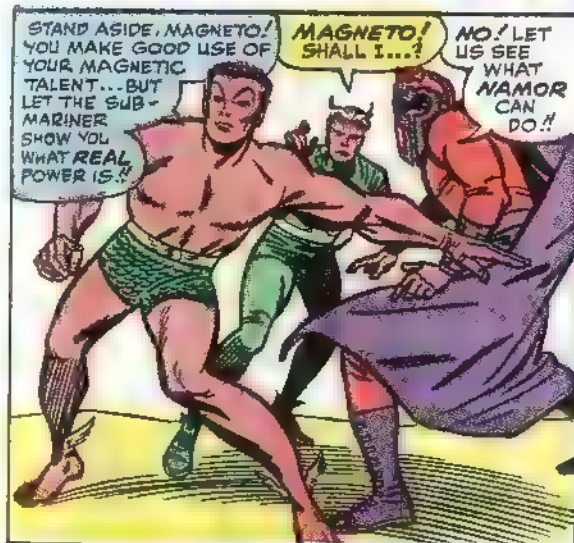
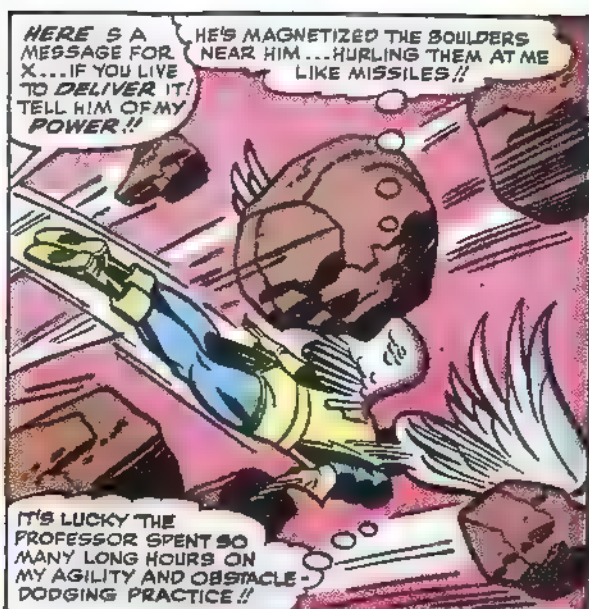


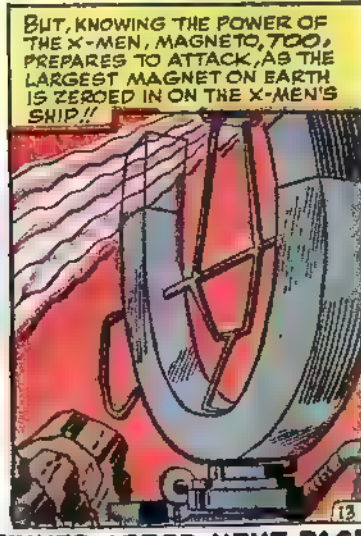
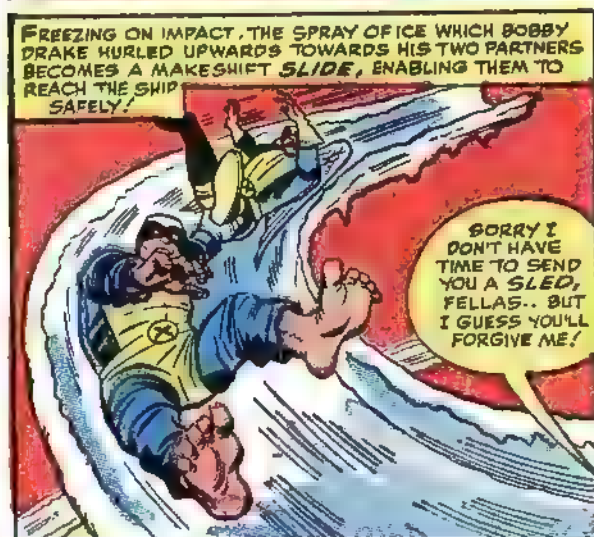
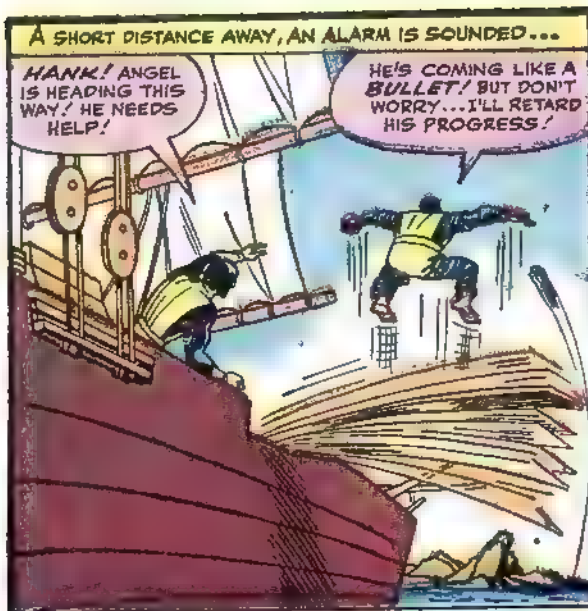
THEN, AT THAT VERY SPLIT-SECOND, A FLASHING, FLYING FORM SWOOPS PAST THE STARTLED GROUP OF
MUTANTS...

LOOK!
IT IS THE
ANGEL!

THAT MEANS THE
X-MEN ARE
HERE! THEY'VE
FOUND US!!

SILENCE!! DON'T
PANIC!! IF THE X-MEN
ATTACK US, I WILL BE
THEIR GREATEST
BLUNDER!! HERE, ON
MY HOME GROUNDS, I
CANNOT BE DEFEATED!!





CONTINUED AFTER NEXT PAGE

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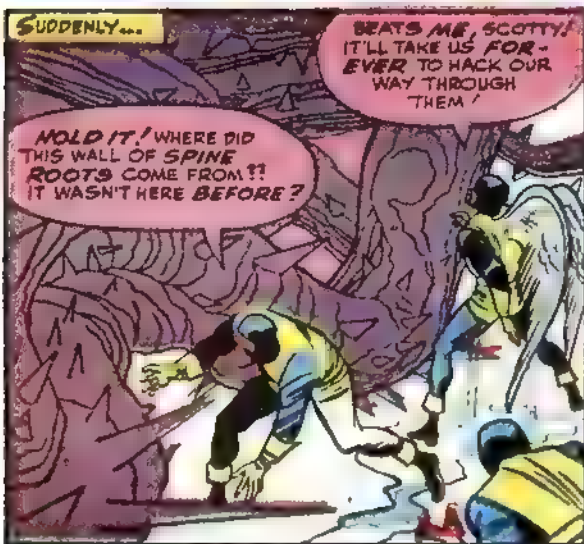
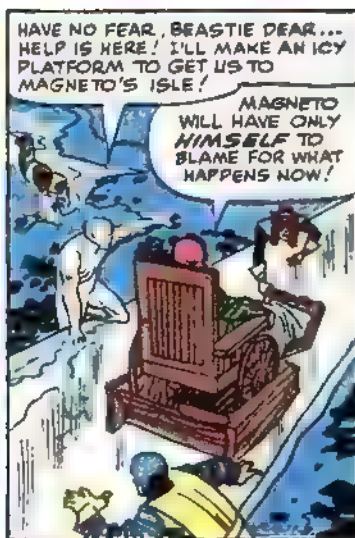
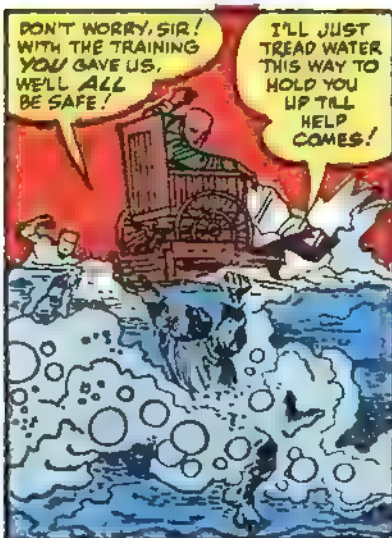
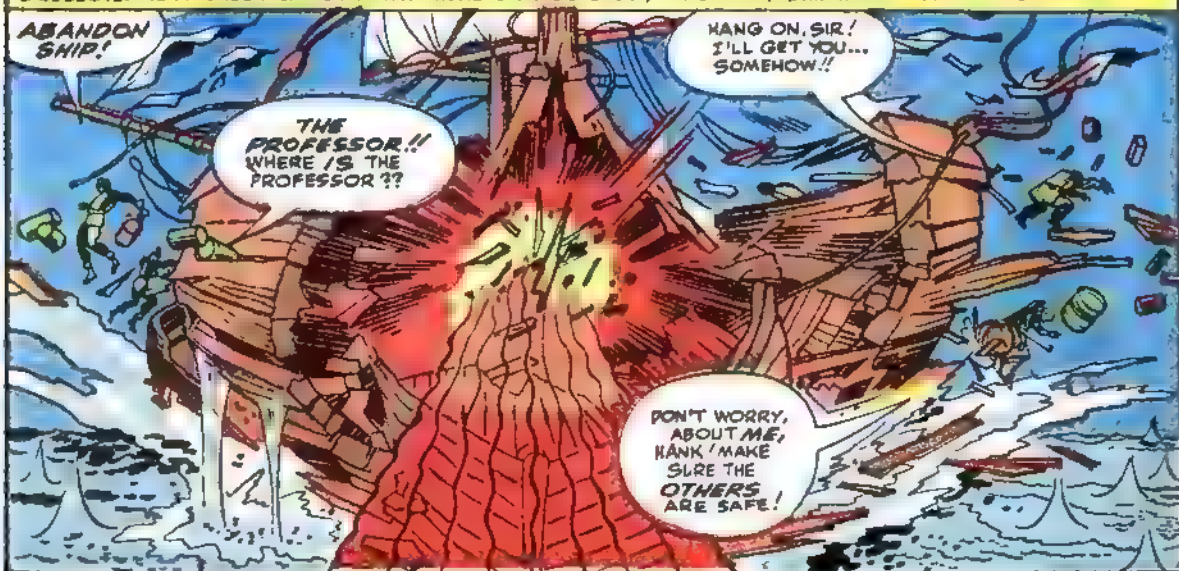
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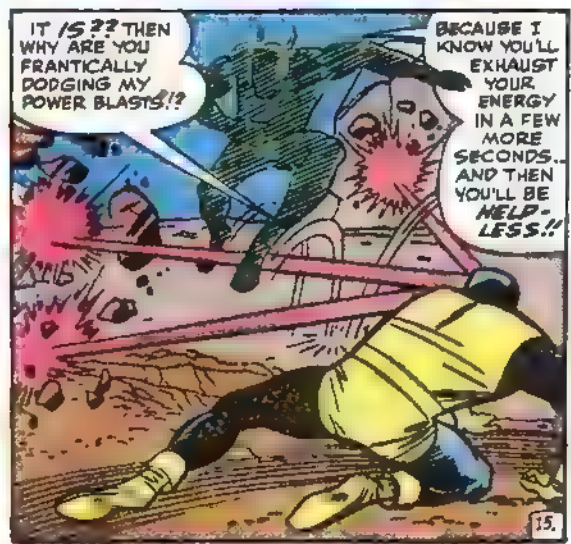
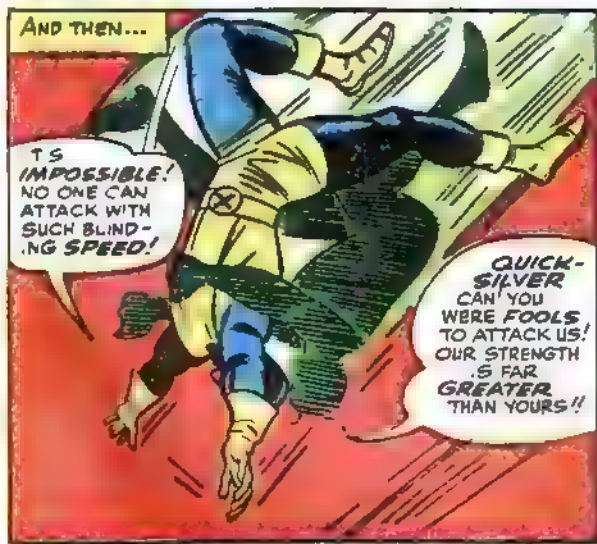
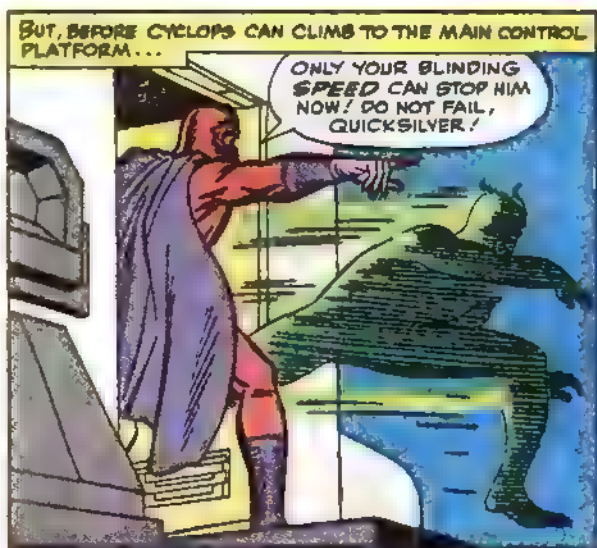
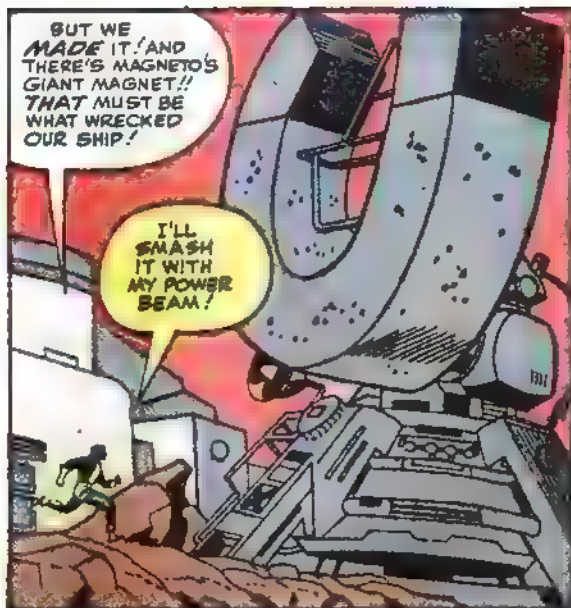
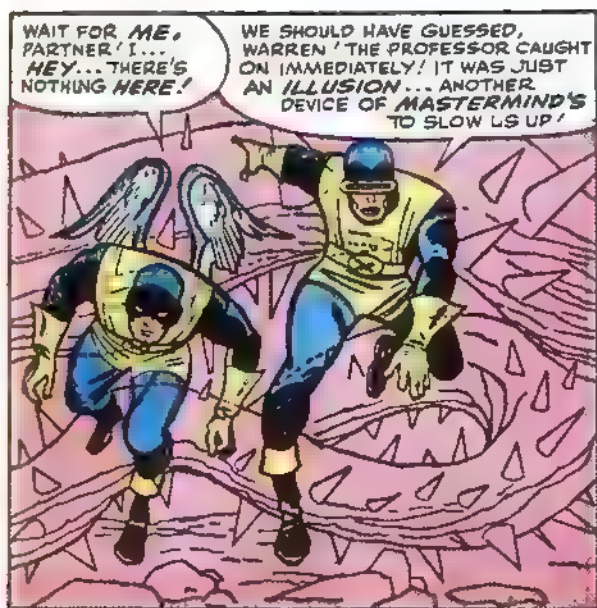
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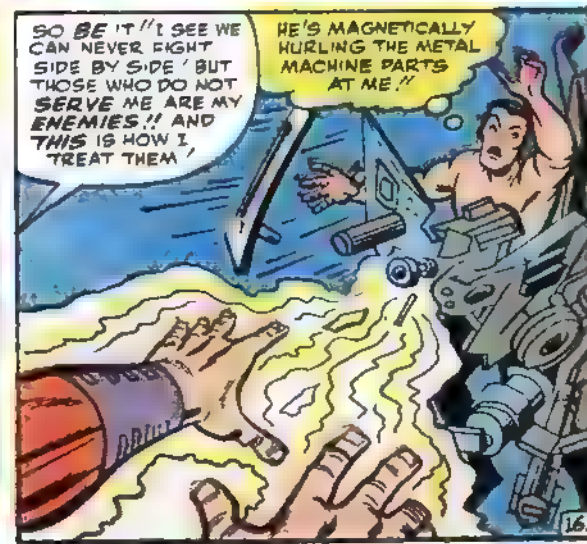
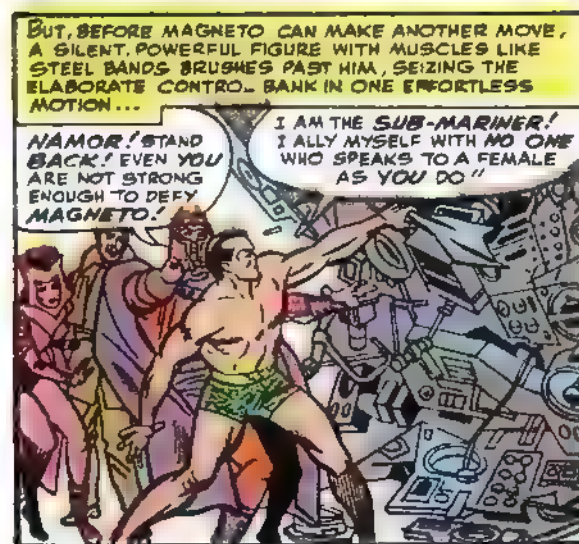
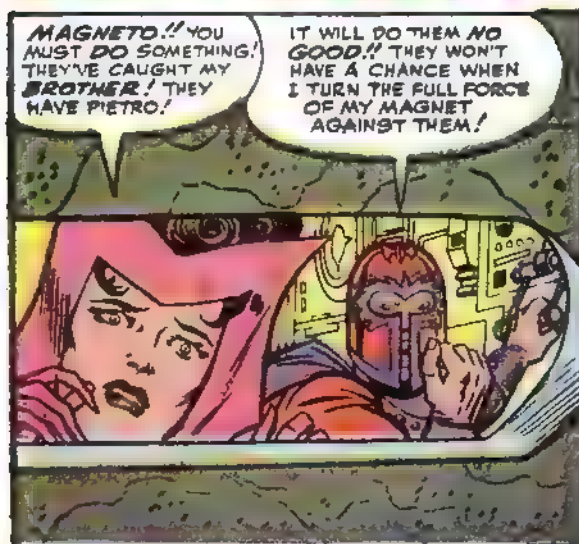
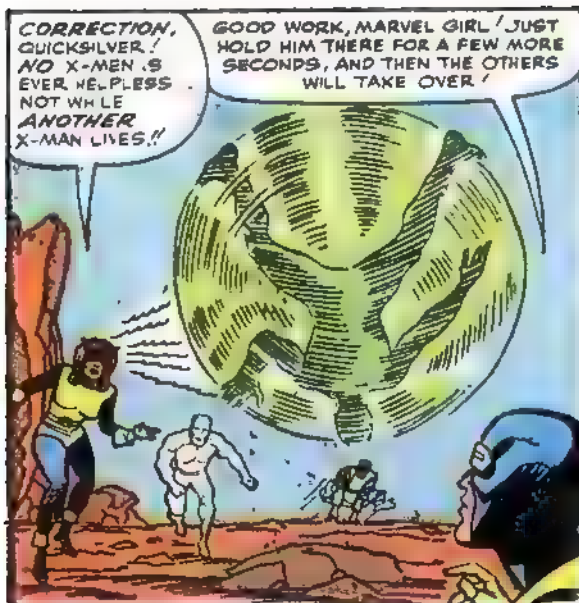
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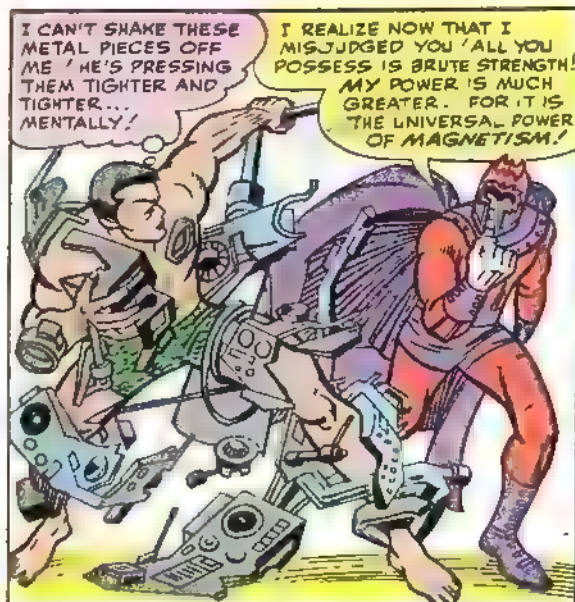
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SUBJECTED TO A FORCE AGAINST WHICH THERE IS NO DEFENSE, THE STURDY SHIP IS TORN APART IN SECONDS!









I CAN'T SHAKE THESE METAL PIECES OFF ME! HE'S PRESSING THEM TIGHTER AND TIGHTER... MENTALLY!

I REALIZE NOW THAT I MISJUDGED YOU! ALL YOU POSSESS IS BRUTE STRENGTH! MY POWER IS MUCH GREATER. FOR IT IS THE UNIVERSAL POWER OF MAGNETISM!



BUT, AT THAT MOMENT, A SUDDEN BLAST ROCKS THE CHAMBER, JOLTING MAGNETO AND HIS TWO EVIL HENCHMEN AS THE VERY ISLE SEEMS TO QUIVER WITH THE FORCE OF THE BLAST!

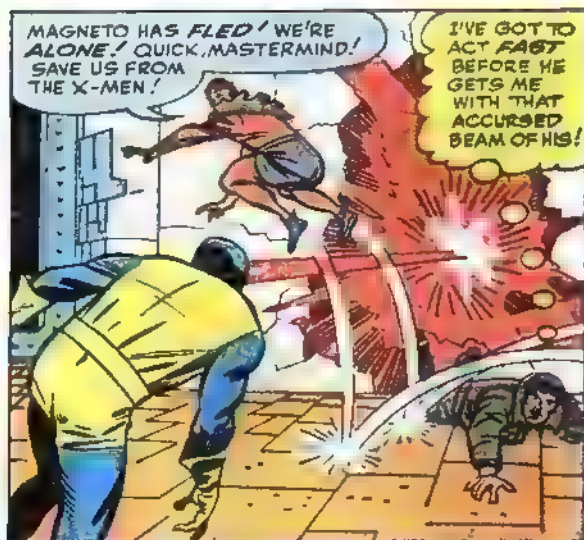


AND THEN, BEFORE THE EVIL MUTANTS REGAIN THEIR BALANCE...

YOU WERE RIGHT ON TARGET CYCLOPS!

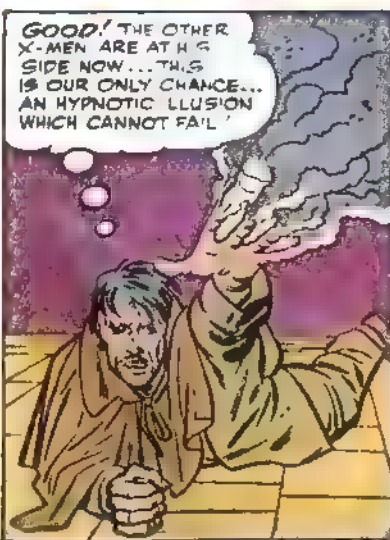
ONE THING ABOUT YOU, SCOTTY... YOU SURE KNOW HOW TO MAKE AN ENTRANCE!

QUICK... RUSH THEM BEFORE THEY RECOVER THEMSELVES!

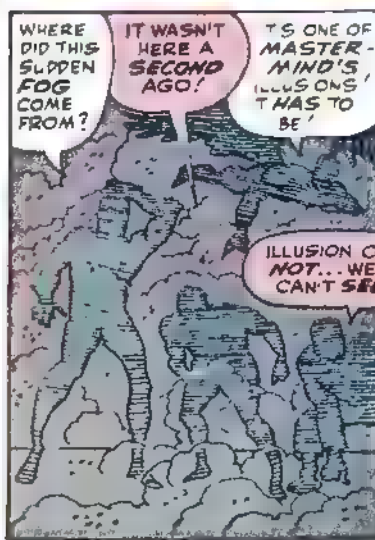


MAGNETO HAS FLED! WE'RE ALONE! QUICK, MASTERMIND! SAVE US FROM THE X-MEN!

I'VE GOT TO ACT FAST BEFORE HE GETS ME WITH THAT ACCURSED BEAM OF HIS!



GOOD! THE OTHER X-MEN ARE AT HIS SIDE NOW... THIS IS OUR ONLY CHANCE... AN HYPNOTIC ILLUSION WHICH CANNOT FAIL!



WHERE DID THIS SUDDEN FOG COME FROM?

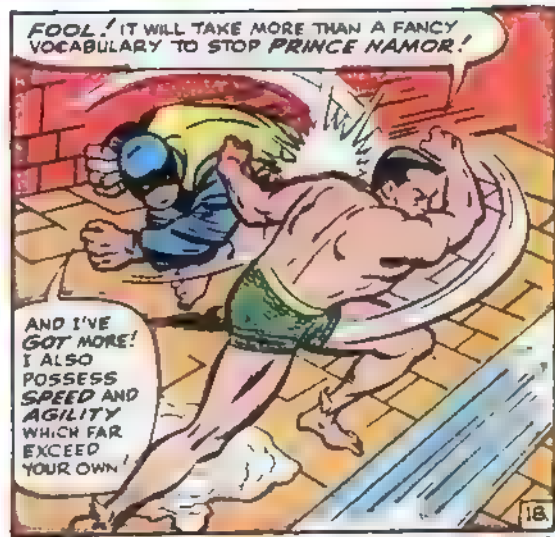
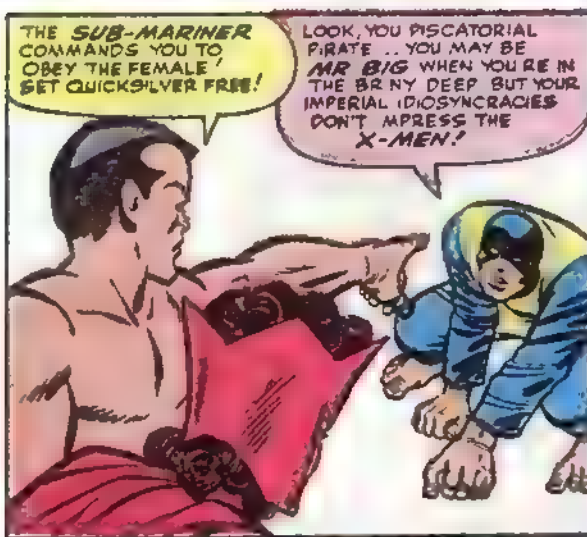
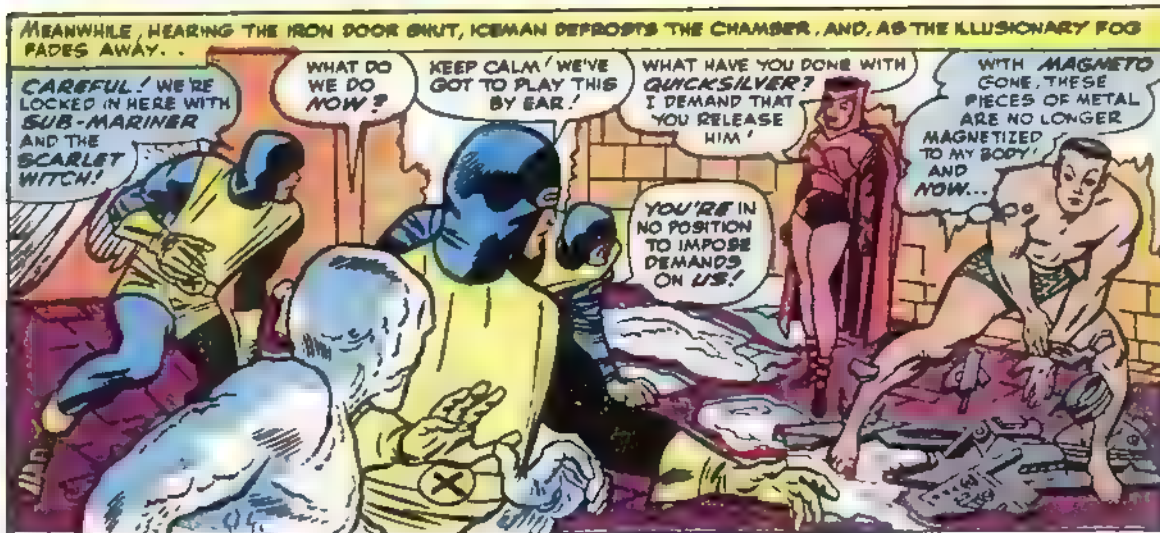
IT WASN'T HERE A SECOND AGO!

IT'S ONE OF MASTER-MIND'S ILLUSIONS! IT HAS TO BE!

ILLUSION OR NOT... WE CAN'T SEE!



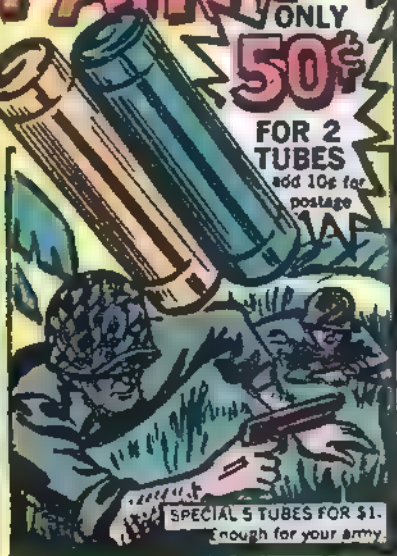
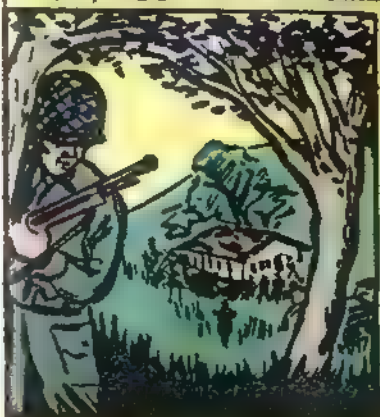
I'VE GOT AN IDEA, GANG! EVEN THOUGH WE CAN'T SEE THEM... WE CAN ALWAYS TRY TO FREEZE THEM OUT! WATCH THIS!



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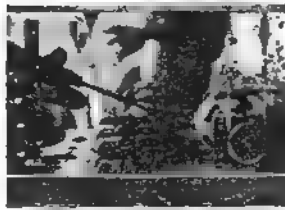
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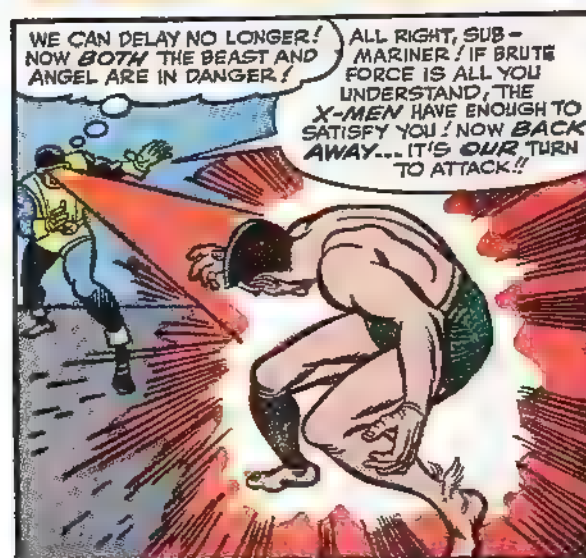
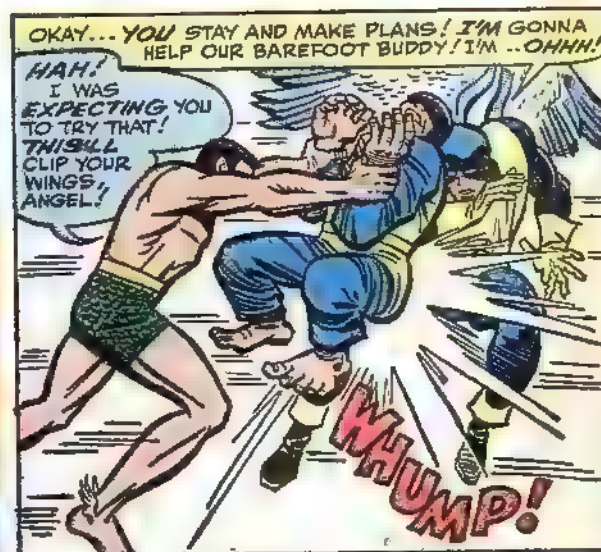
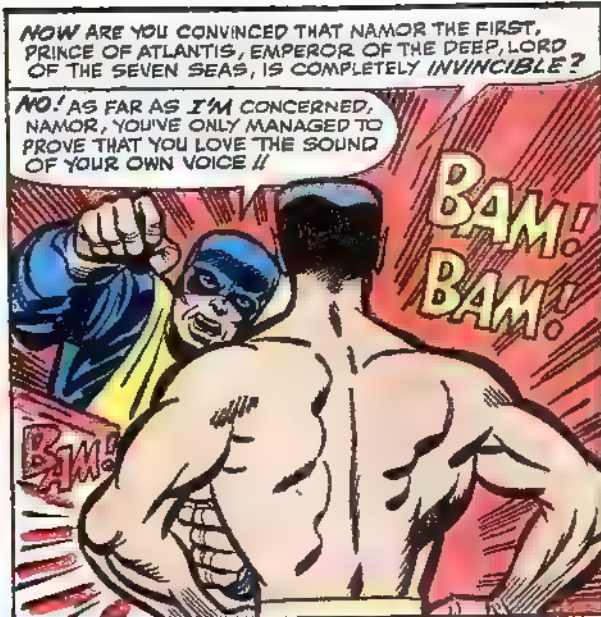
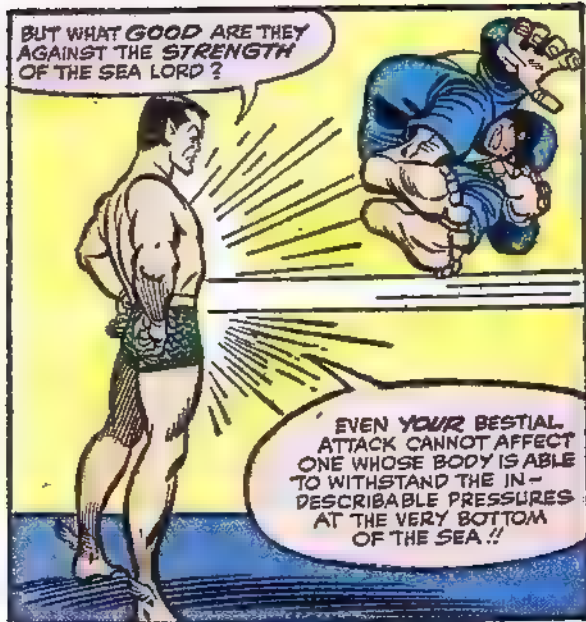
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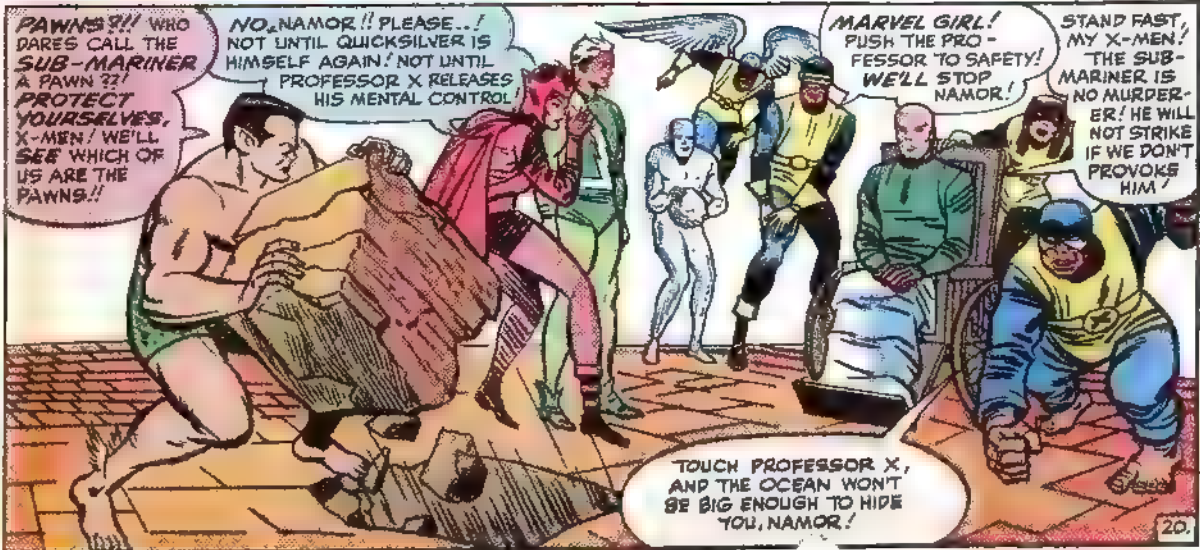
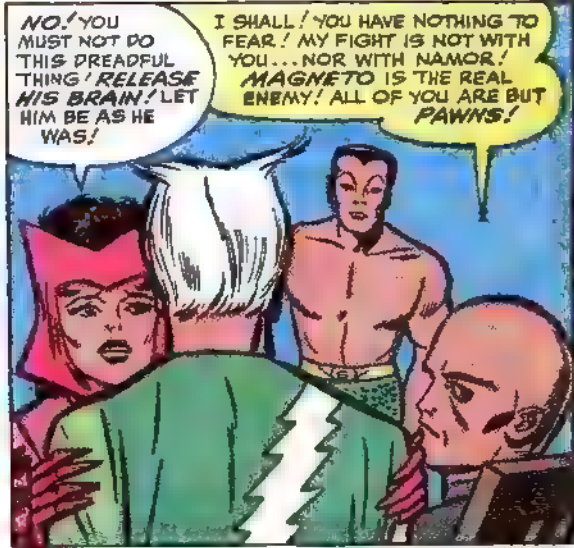
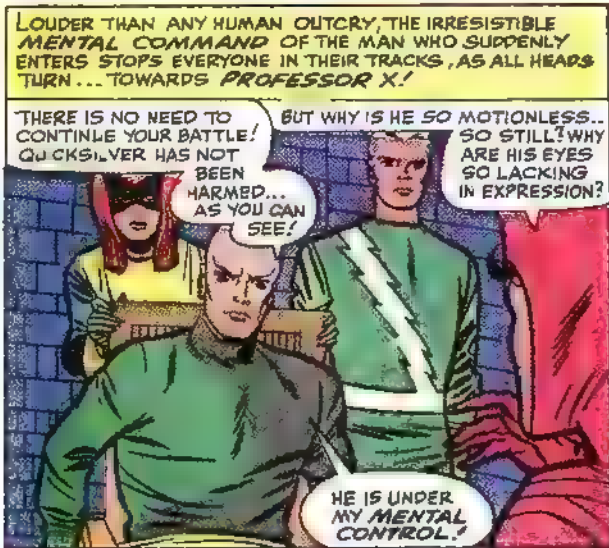
"CYCLOPS"



*Sincerely Yours,
Scott Summers*

X-708

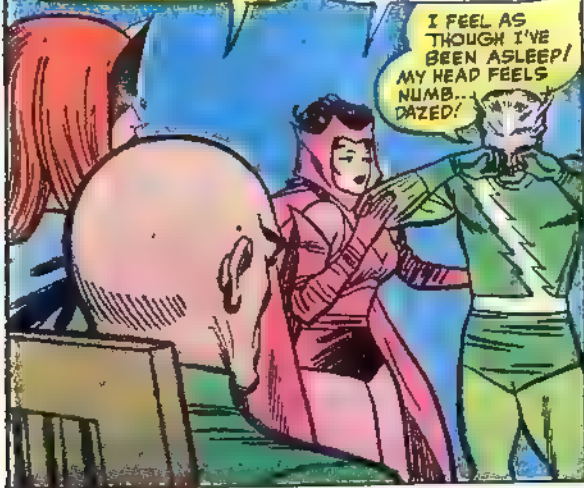




AND NOW, I SHALL RELEASE QUICKSILVER! I MUST KEEP MY MIND UNFETTERED, IN READINESS FOR THE BIGGER BATTLE WITH MAGNETO!

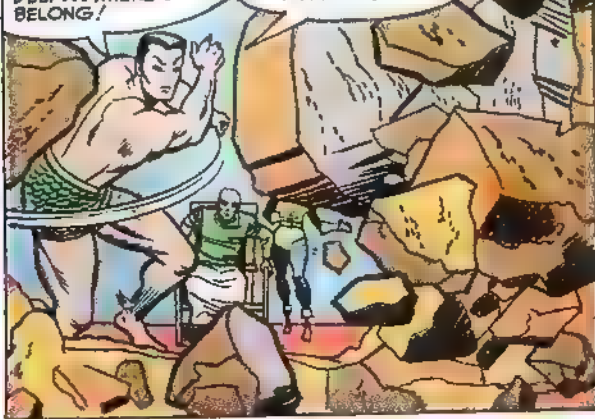
MAGNETO!! WHAT HAS HAPPENED TO HIM?? WHERE HAS HE GONE? WHAT WILL HE DO ABOUT PIETRO AND ME??

I FEEL AS THOUGH I'VE BEEN ASLEEP! MY HEAD FEELS NUMB... DAZED!



BAH! I WAS A FOOL TO HAVE COME HERE! THE SUB-MARINER NEEDS NO ALLIANCES! ALL SURFACEMEN ARE MY ENEMIES... WHETHER MUTANT OR NOT! I SHALL RETURN TO THE DEEP... WHERE I BELONG!

WHEN NEXT I RETURN, IT SHALL BE TO TAKE MY RIGHTFUL PLACE AS CONQUEROR OF THE AIR-BREATHERS, RECLAIMER OF THE SURFACE WORLD FOR THE ANCIENT EMPIRE OF ATLANTIS!!

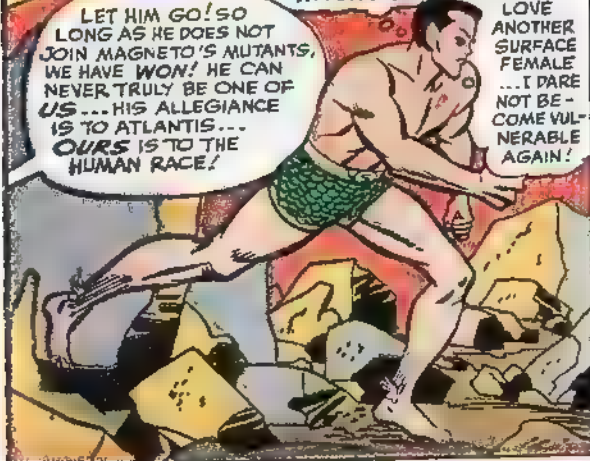


PROFESSOR!! HE'S ESCAPING!

NOT SINCE I LOST MY HEART TO SUE STORM HAVE I SEEN SUCH A BEAUTY AS THE SCARLET WITCH! BUT I DARE NOT LOVE

LET HIM GO! SO LONG AS HE DOES NOT JOIN MAGNETO'S MUTANTS, WE HAVE WON! HE CAN NEVER TRULY BE ONE OF US... HIS ALLEGIANCE IS TO ATLANTIS... OURS IS TO THE HUMAN RACE!

ANOTHER SURFACE FEMALE... I DARE NOT BECOME VULNERABLE AGAIN!

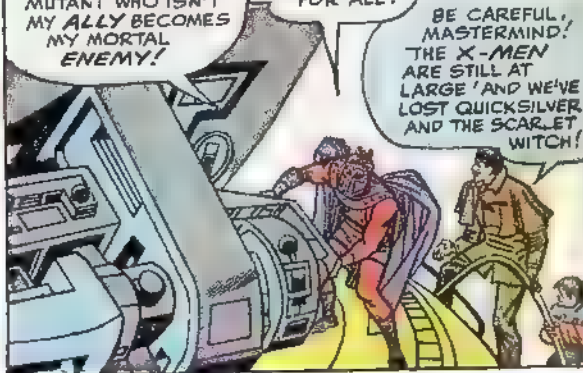


MEANTIME, MAGNETO, MASTERMIND, AND THE TOAD REACH THE GIANT MAGNETIC DYNAMO WHICH ONLY THE LEADER OF THE EVIL MUTANTS HAS THE POWER TO OPERATE!

SO! NAMOR DARED TO CHALLENGE ME, DID HE? WELL, ANY MUTANT WHO ISN'T MY ALLY BECOMES MY MORTAL ENEMY!

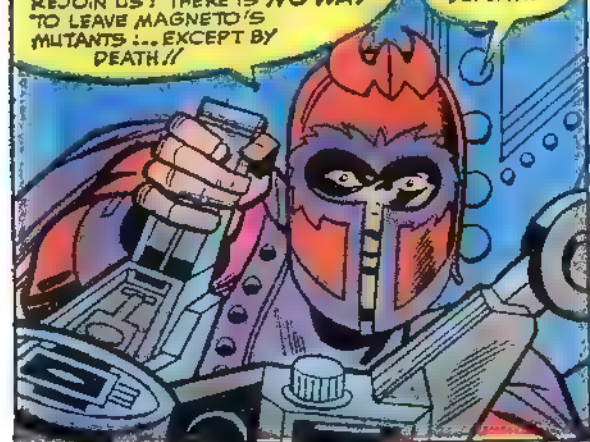
I MUST MAKE CERTAIN HE CAN NEVER JOIN THE ACCURSED X-MEN! HE MUST BE SMASHED ONCE AND FOR ALL!

BE CAREFUL, MASTERMIND! THE X-MEN ARE STILL AT LARGE! AND WE'VE LOST QUICKSILVER AND THE SCARLET WITCH!



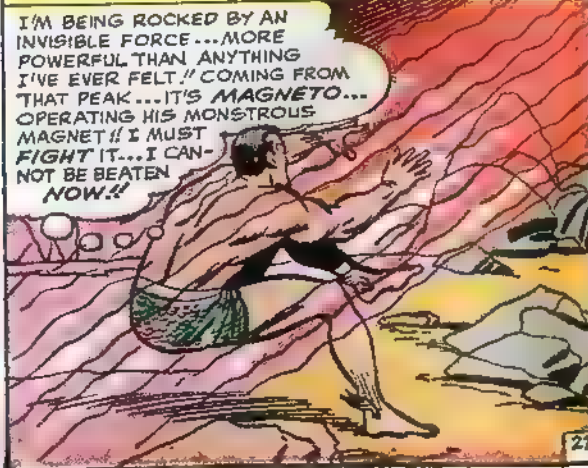
HOW LITTLE YOU KNOW! ONCE NAMOR IS DESTROYED, THE X-MEN WILL BE NEXT! AND THEN, QUICKSILVER AND HIS SISTER WILL REJOIN US! THERE IS NO WAY TO LEAVE MAGNETO'S MUTANTS... EXCEPT BY DEATH!!

NOW BE SILENT! I WANT TO ENJOY NAMOR'S DEFEAT!!

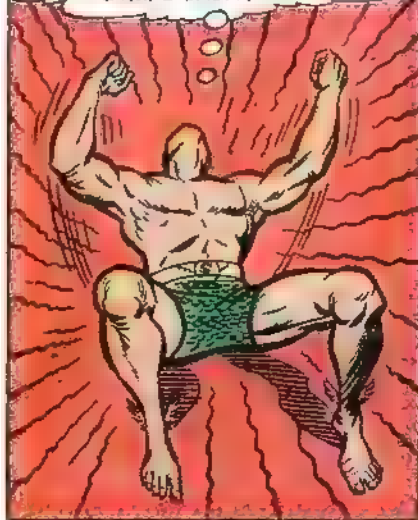


SECONDS LATER, AS THE SEA PRINCE APPEARS ON THE GIANT MAGNET'S VIEWFINDER, MAGNETO ACTIVATES THE MIGHTY MACHINE, AND THEN...

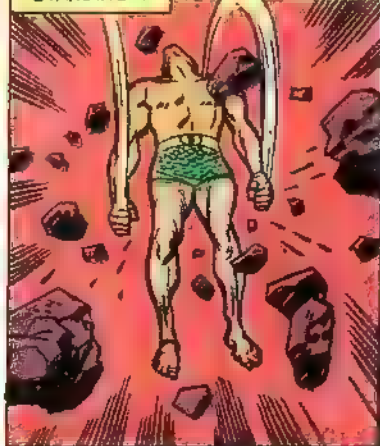
I'M BEING ROCKED BY AN INVISIBLE FORCE... MORE POWERFUL THAN ANYTHING I'VE EVER FELT! COMING FROM THAT PEAK... IT'S MAGNETO... OPERATING HIS MONSTROUS MAGNET!! I MUST FIGHT IT... I CANNOT BE BEATEN NOW!!



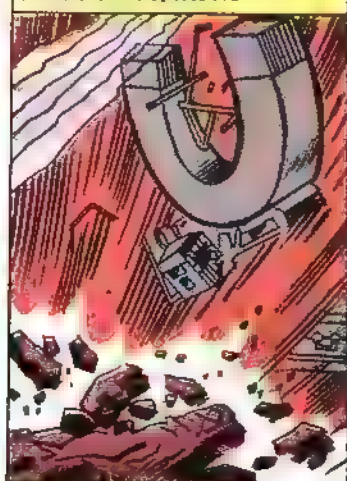
IT'S FORCING ME TO THE GROUND...
CRUSHING ME DOWN...DOWN...I'VE
ONLY ONE CHANCE...ONE WAY TO
STRIKE BACK!



FLEXING HIS MORE THAN HUMAN
MUSCLES UNTIL THEY STAND OUT
LIKE TALT STEEL BANDS, THE
SUB-MARINER SMASHES HIS TWO
MIGHTY FISTS DOWN INTO THE
GROUND WITH A FORCE BEYOND
THE POWER OF HUMAN UNDER-
STANDING!!



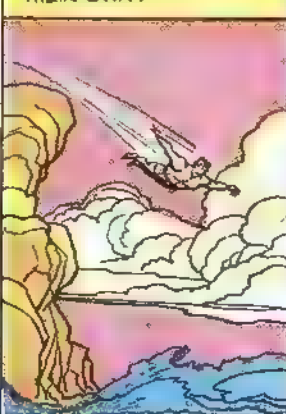
SO SHATTERING IS THE IMPACT
THAT IT CAUSES THE ENTIRE ISLE
TO QUIVER...AS THE GIGANTIC
MAGNET PITCHES FORWARD,
SHAKEN LOOSE FROM ITS
ROCKY FOUNDATION!



WITHOUT A WORD, WITHOUT
A BACKWARD GLANCE,
THE AWESOME NAMOR
RISES AND SLOWLY,
IMPERIOUSLY, APPROACHES
THE SEA...



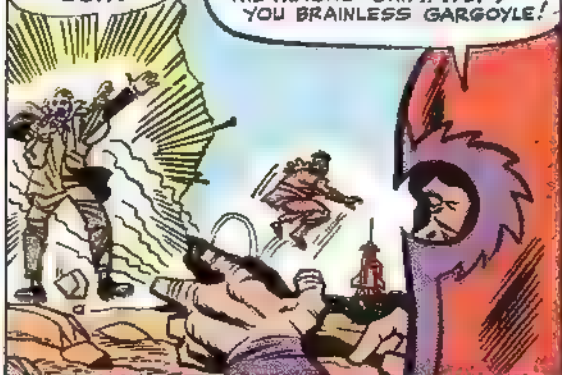
THEN, WITH ONE BREATH-
TAKING DIVE, THE RULER OF
THE DEEP RETURNS TO HIS
DOMAIN! THE OCEAN
DEPTHS HAVE CLAIMED
THEIR OWN!



AS FOR MAGNETO...NEVER BEFORE HAS SUCH
ANGER, SUCH LIVID RAGE BEEN SEEN ON THE FACE
OF THE EVIL MUTANT!

WE'VE LOST!
NAMOR BEAT
US!! HE...
UGH!

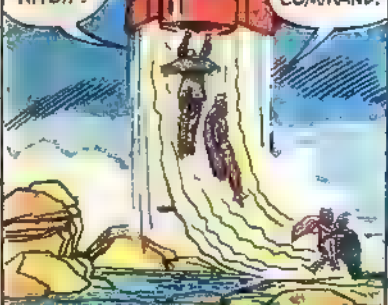
SILENCE!! NO ONE
BEATS MAGNETO!! HE MERELY
ESCAPED MY VENGEANCE FOR
THE PRESENT! TOAD! INTO
THE MAGNO-SHIP!! HOP,
YOU BRAINLESS GARGOYLE!



WITHIN SECONDS, MAGNETO'S SHIP,
WITH THE TREMBLING TOAD AT THE
CONTROLS RAISES THE TWO
MUTANTS MAGNETICALLY...

BUT WHAT
ABOUT
QUICK-
SILVER...
AND THE
SCARLET
WITCH?

THEY'RE
COMING
NOW...IN
RESPONSE
TO MY
MENTAL
COMMAND!



LOOK! OUR
PRISONERS
ARE
ESCAPING!

I ALLOWED
IT! UNTIL
THEY JOIN
US OF THEIR
OWN FREE WILL,
THEY WOULD BE
USELESS TO US!
SOMEDAY WE
MUST LEARN
WHAT MYSTERIOUS
HOLD MAGNETO
HAS OVER
THEM!

I'M GLAD
TO SEE THEM
GO! THAT
WITCH IS
MUCH TOO
ATTRACTIVE!

KNOW
SOMETHING,
JEANIE? SO
ARE YOU!

HELP ME HOIST
THE SAILS OF
MAGNETO'S
BOAT, MY FRIGID
FRIEND!

SURE!
EVERYONE
YAKS AND I
END UP DOIN'
THE WORK!!



NEXT ISSUE: A STARTLING CHANGE OCCURS IN THE LIVES OF THE
X-MEN! DON'T DARE MISS IT, OR WE'LL TELL THE PROFESSOR!

NOTE: OUR LETTERS SECTION APPEARS

NEXT PAGE..

let's visit the **X-MEN**

Please address
your letters to:
THE X-MEN
Third Floor
655 Madison Ave.
New York 21, N. Y.

Dear Stan and Jack,

Three cheers for Marvel for coming up with a brand new super-hero! Even though you don't know it, I think, as do many of my fellow Marvel fans, that Quicksilver and his sister the Scarlet Witch should be placed in the X-Men or in their own book. Quicksilver is about the most exciting hero I've seen since Spider-Man made his entry in the Marvel Age of Comics. Even though he and the Scarlet Witch are cast as villains, I'm sure that many readers would like to see them in a better light. So go to it, Marvel—take a poll and see if I'm right or not. I'm sure that Quicksilver will be as daring as Daredevil will ever be and that the Scarlet Witch will be as smart as Marvel Girl.

Freddy Millan, 234 Sands St.
Brooklyn 1, N. Y.

You know us, Freddy! We'll take a poll at the drop of a hat! Okay, X-Men X-Parts—what do the rest of you think??

Dear Stan and Jack,

X-MEN #4 was undoubtedly the best to date. You've finally started giving those mutants some personality! The Brotherhood of Evil Mutants is great—these bad guys are really a match for the X-Men. Quicksilver and the Scarlet Witch are two really great characters. If you think I'm going to complain about the art in this issue, you're wrong! It was very good! When Paul Reinman started inking the X-Men, the art was very poor, but since that first issue the mag has improved in art as well as story. As for Iceman, why don't you change his name to Kid Kold? I think it sounds snappier than plain ol' Iceman! I hear that you are putting Letters Pages in Avengers, X-Men, Sgt. Fury, and Daredevil. Glad to hear this as letters pages in your mags really help! Larry Brown, 506 Handy Drive
Bay City, Mich.

Sure, Larry—they help to give us eye-strain, extra work, and no sleep! But it keeps us out of the pool-room, anyway!



Dear Stan and Jack,

Though I am a housewife I love to read the X-Men. Your idea of the Evil Mutants is wonderful! It would be nice if, eventually, Quicksilver and his sister the Scarlet Witch could turn good and help the X-Men (if not join them), since these two don't seem really so terrible. There are mutants in our present world, I know. Anything concerning them interests me greatly. Keep your marvelous comics coming!

Mrs. Susan Steingasser, 3014 Huff Ave.
San Jose 28, Calif.

Thanks, Mrs. S. But, if you know of any mutants, for Pete's sake tell Professor X before Magneto finds out!

Dear Stan and Jack,

Your feeble attempt to keep up the former fairly high quality of past X-MEN issues was shattered by issue #4. It surpassed them! It surpassed every issue of SPIDER-MAN, AVENGERS, and yes, even the cream of your crop—the F.F.I. I almost wish I had not read it. All future issues will be dull compared with it. Even the good ones will only appear fair. It was perfection! The literary world has been shocked; books of science fiction greats such as H. G. Wells and Jules Verne have been almost equalled by a mere illustrated story. The words "comic book" cannot be used with your great stories. Never before has there been such a tale! So real it could be true—when in the

past has a hero or heroine pulled a boner like the one Marvel Girl did on page 19? The sacrifice of Professor Xavier was a Marvel Masterpiece to end all others. The Scarlet Witch and Quicksilver are destined to become the top pinnacle of perfection in supporting characters. Jack's cover was unsurpassable in every way.

James Mills, 108 Cleveland Ave.
Norwood, Pa.

But you still haven't told us, Jimmy—did you LIKE it?

Dear Stan and Jack,

I enjoy all your comic mags very much, but I have one gripe. You clutter up the covers of your comics with such sayings as, "... a book-length classic of the incredible ... never have you read a tale like this! ... surprise follows spectacular surprise, etc." I like to keep the covers perfect and to put the comics in my Museum of Great Comics! Keep the X-MEN coming! They are my favorite super-heroes next to the F.F.I.

Kathleen Schardt, 6768 Olaf Dr.
Berkeley 34, Mo.

Never have we read a letter like yours, Kathie! Surprise followed spectacular surprise! Can we help it if we're cornballs?



SPECIAL ANNOUNCEMENTS SECTION:

—We've received about a zillion letters demanding that we make X-MEN a monthly mag! We want you to know that we appreciate your interest, and we share your feelings. As soon as Stan and Jack can figure out a way to produce twice as many issues a year, we promise we'll increase the frequency! But first, we've just GOT to get our new ANNUALS off to the printer! —There's been a lot of discussion here in the Marvel bullpen about whether Prince Namer really IS a true mutant or not! Some claim that he isn't, due to the fact that his parents were from different races to begin with. It's an interesting subject, and we'd like your opinions. We'll give our usual no-prize for the best letter. You know our theory: If there are no winners, there can't be any losers! Besides, prizes cost money! —If you haven't bought THE AVENGERS #6 yet, for goodness sake don't waste a minute! It features the newly-formed "Masters of Evil" and if you dig our Evil Mutants, then they're right up your alley! Besides, we feel sentimental about THE AVENGERS. We started printing them at the same time as the X-MEN, and they've both soared to the heights of popularity together, which is kinda nice for characters with such cornball names!

—Now this gets kind of complicated, so listen closely ... SGT. FURY #8, which is also on sale now, features The Death Ray of Dr. Zemo! And Doc Zemo is the same guy who heads The Masters of Evil in THE AVENGERS! But—in SGT. FURY, you'll meet Dr. Zemo when he was about 20 years younger, before he ever heard of the Marvel super-heroes! If you got all of that straight the first time, you're better than Stan and Jack! They're STILL trying to figure it out!

—That's it till next ish! We're cooking up some unusual surprises for you then, so be sure to join us! After all, SOMEBODY'S got to read these stories—WE haven't the time! See ya!

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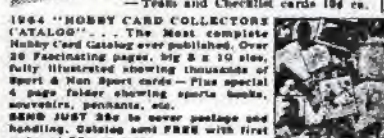
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Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
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Peter Reick	Albert Dorne